

Axovant Sciences Ltd.
Form S-1MEF
June 10, 2015

As filed with the Securities and Exchange Commission on June 10, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Axovant Sciences Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial Classification
Code Number)

Not Applicable
(I.R.S. Employer Identification
Number)

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

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+1 (441) 295-5950

(Address, including zip code and telephone number, including
area code, of registrant's principal executive offices)

Corporate Services Company

2711 Centerville Road

Wilmington, DE 19808

(866) 846-8765

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

Copies to:

Frank F. Rahmani

John T. McKenna

Divakar Gupta

Cooley LLP

3175 Hanover Street

Palo Alto, CA 94304

(650) 843-5000

Marc D. Jaffe

Nathan Ajiashvili

Latham & Watkins LLP

885 Third Avenue

New York, NY 10022

(212) 906-1200

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-204073)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

The registrant is an emerging growth company as defined in Section 2(a) of the Securities Act. This registration statement complies with the requirements that apply to an issuer that is an emerging growth company.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common shares, \$0.00001 par value per common share	3,565,000	\$15.00	\$53,475,000	\$6,214

(1) Includes 465,000 shares that the underwriters have the option to purchase.

(2) The 3,565,000 shares to be registered pursuant to this Registration Statement are in addition to the 20,585,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-204073).

(3) Based on the public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Axovant Sciences Ltd. (the Registrant) is filing this Registration Statement on Form S-1 (this Registration Statement) with the Securities and Exchange Commission (the Commission). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-204073) (the Prior Registration Statement), which the Registrant originally filed with the Commission on May 11, 2015, and which the Commission declared effective on June 10, 2015.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of common shares offered by the Registrant by 3,565,000 shares, 465,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional common shares of the Registrant. The additional common shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 10th day of June, 2015.

AXOVANT SCIENCES LTD.

By: */s/ VIVEK RAMASWAMY*
Vivek Ramaswamy
Principal Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ VIVEK RAMASWAMY</i> Vivek Ramaswamy	Principal Executive Officer and Director	June 10, 2015
<i>/s/ ALAN S. ROEMER</i> Alan S. Roemer	Principal Financial and Accounting Officer	June 10, 2015
* Berndt Modig	Director	June 10, 2015
* Lawrence Olanoff, M.D., Ph.D.	Director	June 10, 2015
* Ilan Oren	Director	June 10, 2015
* Atul Pande, M.D.	Director	June 10, 2015
* Marianne L. Romeo	Director	June 10, 2015

*By: */s/ VIVEK RAMASWAMY*
Vivek Ramaswamy
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Conyers Dill & Pearman Limited as to legality.
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 pages of the Prior Registration Statement (File No. 333-204073), as filed with the Commission on May 11, 2015 and June 1, 2015).
