

Axovant Sciences Ltd.
Form 8-A12B
September 05, 2017

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Axovant Sciences Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State of incorporation or organization)

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

**Suite 1, 3rd Floor
11-12 St. James s Square
London SW1Y 4LB, United Kingdom**
(Address of principal executive offices)

Not Applicable
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered
Common Shares, \$0.00001 par value per share**

**Name of exchange on which
each class is to be registered
The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. X

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following.

Securities Act registration statement file number to which the form relates: **N/A**

Securities to be registered pursuant to Section 12(g) of the Act:

None.

Explanatory Note

Axovant Sciences Ltd. (the Registrant) is filing this Form 8-A in connection with the transfer of the listing of its common shares, \$0.00001 par value per share (the Common Shares), from the New York Stock Exchange to the NASDAQ Global Select Market of The NASDAQ Stock Market LLC, effective as of the close of trading on Tuesday, September 5, 2017.

Item 1. Description of Registrant's Securities to be Registered.

The Registrant hereby incorporates by reference the description relating to the Common Shares to be registered hereunder set forth in the section titled "Description of Share Capital" in the prospectus included in the Registrant's Registration Statement on Form S-3 (File No. 333-215387), as originally filed with the U.S. Securities and Exchange Commission (the Commission) on December 30, 2016 (the Registration Statement), which became effective on January 13, 2017. The form of prospectus filed by the Registrant with the Commission on January 13, 2017 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AXOVANT SCIENCES LTD.

Date: September 5, 2017

By: /s/ Gregory Weinhoff
Name: Gregory Weinhoff
Title: Principal Financial Officer