

Axovant Sciences Ltd.
Form 8-A12B
June 05, 2015

**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)

Not Applicable
(I.R.S. Employer Identification No.)

Clarendon House
2 Church Street
Hamilton HM11, Bermuda
(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**
New York Stock Exchange 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: **333-204073**

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

None.

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

Axovant Sciences Ltd. (the Registrant) hereby incorporates by reference the description relating to the Registrant's common shares, \$0.00001 par value per share, 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-1 (File No. 333-204073), as originally filed with the U.S. Securities and Exchange Commission (the Commission) on May 11, 2015, as subsequently amended (the Registration Statement). Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be 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 New York Stock Exchange 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: June 5, 2015

By:

/s/ Vivek Ramaswamy

Name:

Vivek Ramaswamy

Title:

Principal Executive Officer