Axovant Sciences Ltd. Form SC 13D/A June 14, 2017 SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D (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

#### AMENDMENT NO. 1\*

Axovant Sciences Ltd. (Name of Issuer)

Common Shares, \$0.00001 par value (Title of Class of Securities)

G0750W104 (CUSIP Number)

Eric Komitee

General Counsel

55 Railroad Avenue

Greenwich, Connecticut 06830

203-863-5062 (Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 12, 2017

(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.

*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.

(Continued on following pages)

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## Edgar Filing: Axovant Sciences Ltd. - Form SC 13D/A

\* 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 (<u>"Act</u>") 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 13DPage 2 of 16 Pages

NAMES OF REPORTING PERSONS

1 <sup>r</sup>

Viking Global Investors LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF

6 ORGANIZATION

NUMBER OF

Delaware

7	SOLE VOTING POWER
8	0 SHARED VOTING POWER

SHARES	8	POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER

	75,000,000
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED
11	BY EACH REPORTING
11	PERSON
	75,000,000
	CHECK BOX IF
	THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) o
	EXCLUDES
	CERTAIN
	SHARES (see
	instructions)
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	69.8%*
	TYPE OF REPORTING
	PERSON
14	

. .

PN

The calculation assumes that there are a total of 107,392,826 Common Shares (as defined below) outstanding as of \*June 9, 2017, as reported by the Issuer (as defined below) on its Annual Report on Form 10-K for the fiscal year ended March 31, 2017, filed with the Securities and Exchange Commission (the <u>"SEC</u>") on June 13, 2017.

## CUSIP No. G0750W104 13DPage 3 of 16 Pages

NAMES OF REPORTING PERSONS

1 Viking Globa

Viking Global Performance LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF

6 ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER 0

75,000,000 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 69.8%\* TYPE OF REPORTING PERSON 14

00

#### CUSIP No. G0750W104 13DPage 4 of 16 Pages

NAMES OF REPORTING PERSONS

1

Viking Global Equities LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS 0 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)CITIZENSHIP OR PLACE OF

ORGANIZATION 6

Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY		0 SOLE

OWNED BY		SOLE
EACH REPORTING		DISPOSITIVE
	9	POWER
PERSON WITH		

75,000,000 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 69.8%\* TYPE OF REPORTING PERSON 14

PN

#### CUSIP No. G0750W104 13DPage 5 of 16 Pages

NAMES OF REPORTING PERSONS Viking Global Equities II LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a) o

(b) x

- 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)
- 4

1

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

ORGANIZATION

CITIZENSHIP OR PLACE OF

0

6

5

Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING	9	0 SOLE DISPOSITIVE POWER

PERSON W		0 SHARE DISPOS POWEF	SITIVE
11	AGGREGA BENEFICIA BY EACH I PERSON	ALLY OV	DUNT WNED
	75,000,000 CHECK BC THE AGGREGA AMOUNT I	TE	
12	ROW (11) EXCLUDES CERTAIN SHARES (s		0

instructions)
 PERCENT OF CLASS
 REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%\* TYPE OF REPORTING PERSON

# 14

## PN

#### CUSIP No. G0750W104 13DPage 6 of 16 Pages

NAMES OF REPORTING PERSONS

1

VGE III Portfolio Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a) o

(b) x

- 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)
- 4

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF

0

6

5

Cayman Islands

ORGANIZATION

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING	9	0 SOLE DISPOSITIVE POWER

PERSON WITH	0 10 SHA DISF POW	POSITIVE	
BEN BY	75,00 REGATE AI EFICIALLY EACH REPO SON	OWNED	
CHE THE AGO AMO 12 ROV EXC CER SHA	REGATE DUNT IN 7 (11) LUDES TAIN RES (see	0	
PER REP	ictions) CENT OF CI RESENTED DUNT IN RO	BY	
	<sup>%*</sup> E OF REPOF SON	RTING	

14

#### CO

#### CUSIP No. G0750W104 13DPage 7 of 16 Pages

NAMES OF REPORTING PERSONS

1 <sup>r</sup>

Viking Long Fund GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF

6 ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER

75,000,000 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 69.8%\* TYPE OF REPORTING PERSON 14

00

## CUSIP No. G0750W104 13DPage 8 of 16 Pages

NAMES OF REPORTING PERSONS

1

Viking Long Fund Master Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF

6 ORGANIZATION

Cayman Islands

	SOLE
	VOTING
7	POWER

		0
		SHARED
NUMBER OF		VOTING
SHARES	8	POWER
BENEFICIALLY		0
OWNED BY		SOLE
EACH REPORTING		DISPOSITIVE
	9	POWER
PERSON WITH		
		0

75,000,000 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 69.8%\* TYPE OF REPORTING PERSON 14

CO

## CUSIP No. G0750W104 13DPage 9 of 16 Pages

NAMES OF REPORTING PERSONS

1

Viking Global Opportunities GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a) o

(b) x

3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4 instructions

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware		
		SOLE
		VOTING
	7	POWER
		0
		SHARED
NUMBER OF		VOTING
SHARES	8	POWER
BENEFICIALLY		0
	0	0
OWNED BY	9	SOLE
EACH REPORTING		DISPOSITIVE
		POWER
PERSON WITH		

	0 10 SHARED DISPOSITIVE POWER
11	75,000,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
14	69.8%* TYPE OF REPORTING PERSON
	00

## CUSIP No. G0750W104 13DPage 10 of 16 Pages

NAMES OF REPORTING PERSONS

1

Viking Global Opportunities Portfolio GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a) o

(b) x

3 SEC USE ONLY SOURCE OF FUNDS (see

4 instructions)

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware		
		SOLE
		VOTING
	7	POWER
		0
		SHARED
NUMBER OF		VOTING
SHARES	8	POWER
BENEFICIALLY		0
OWNED BY	9	SOLE
o milizo di l	9	
EACH REPORTING		DISPOSITIVE
		POWER
PERSON WITH		

	0 10 SHARED DISPOSITIVE POWER
11	75,000,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
14	69.8%* TYPE OF REPORTING PERSON
	00

#### CUSIP No. G0750W104 13DPage 11 of 16 Pages

NAMES OF REPORTING PERSONS

- Viking Global Opportunities
  Illiquid Investments Sub-Master
  LP
  CHECK THE
  APPROPRIATE BOX
  IF A MEMBER OF A
  GROUP
- 2 (see instructions)

(a) o

(b) x

- 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)
- 4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

0

- PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF
- 6 ORGANIZATION

Cayman Islands

		SOLE VOTING
	7	POWER
		0
		SHARED
NUMBER OF		VOTING
SHARES	8	POWER
BENEFICIALLY		0
OWNED BY	9	SOLE
EACH REPORTING		DISPOSITIVE
		POWER

PERSON WI	TH	0
	10	SHARED
		DISPOSITIVE
		POWER
		75,000,000
	AGGREGA	TE AMOUNT
	BENEFICIA	ALLY OWNED
	BY EACH I	REPORTING
11	PERSON	
	1 2115 011	
	75,000,000	
	CHECK BC	DX IF
	THE	
	AGGREGA	TE
	AMOUNT	IN
12	ROW (11)	0
	EXCLUDE	s
	CERTAIN	5
	SHARES (s	

SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED BY
 13 AMOUNT IN ROW (11)

69.8%\* TYPE OF REPORTING PERSON

# 14

#### PN

## CUSIP No. G0750W104 13DPage 12 of 16 Pages

NAMES OF REPORTING PERSONS

O. Andreas Halvorsen CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

1

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF

6 ORGANIZATION

Norway

	7	VOTING POWER
NUMBER OF SHARES	8	0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER 0

SOLE

75,000,000 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 75,000,000 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 69.8%\* TYPE OF REPORTING PERSON 14

IN

#### CUSIP No. G0750W104 13DPage 13 of 16 Pages

NAMES OF REPORTING PERSONS

1 PERS

David C. Ott CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a) o

(b) x

3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

5

6

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

0

ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF

ORGANIZATION

United States

e intea states		
		SOLE VOTING
	7	POWER
		0 SHARED
NUMBER OF	0	VOTING
SHARES	8	POWER
BENEFICIALLY		0
OWNED BY	9	SOLE
EACH REPORTING		DISPOSITIVE POWER

PERSON WITH	0 9 SHARED DISPOSITIVE POWER
BENEFIC	75,000,000 ATE AMOUNT IALLY OWNED I REPORTING
75,000,000 CHECK B THE AGGREG AMOUNT	OX IF ATE
12 ROW (11) EXCLUD CERTAIN SHARES instruction PERCENT	ES (see
112111252	NTED BY TIN ROW (11)
69.8%* TYPE OF PERSON	REPORTING

# IN

## CUSIP No. G0750W104 13DPage 14 of 16 Pages

NAMES OF REPORTING PERSONS

Daniel S. Sundheim CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

1

(see instructions)

(a) o

(b) x 3 SEC USE ONLY SOURCE OF FUNDS (see instructions)

4

OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS o REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6

5

United States

	SOLE
	VOTING
7	POWER

		0
		SHARED
NUMBER OF		VOTING
SHARES	8	POWER
BENEFICIALLY		0
OWNED BY		SOLE
EACH REPORTING		DISPOSITIVE
	9	POWER
PERSON WITH		
		0

0 AGGREGATE AMOUNT **BENEFICIALLY OWNED** BY EACH REPORTING 11 PERSON 0 CHECK BOX IF THE AGGREGATE AMOUNT IN 12 ROW (11) 0 **EXCLUDES** CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 0.0%\* TYPE OF REPORTING PERSON 14

IN

This Amendment No. 1 (the <u>"Amendment</u>") amends and supplements the Schedule 13D filed by the Reporting Persons on July 13, 2016 (the <u>"Original Schedule 13D</u>") with respect to the Common Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

## Item 4. Purpose of Transaction

This Amendment amends the Original Schedule 13D to add the following paragraph immediately prior to the first paragraph of Item 4 of the Original Schedule 13D:

"As of June 12, 2017, Daniel S. Sundheim has ceased to serve as Chief Investment Officer of VGI and no longer serves as an Executive Committee Member of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP. Therefore, Mr. Sundheim no longer beneficially owns any Common Shares of the Issuer."

Page 15 of 16 Pages

#### SIGNATURE

This Amendment amends the Original Schedule 13D to add the following paragraph immediately prior to the first paragraph of Item 4 of the Original Schedule 13D:

"As of June 12, 2017, Daniel S. Sundheim has ceased to serve as Chief Investment Officer of VGI and no longer serves as an Executive Committee Member of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP. Therefore, Mr. Sundheim no longer beneficially owns any Common Shares of the Issuer."

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: June 14, 2017

By: <u>/s/O. Andreas Halvorsen</u>

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: /s/David C. Ott

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING Bender of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP

By: <u>/s/Daniel S. Sundheim</u> By: Daniel S. Sundheim