

Bazley Mathew C.  
Form 4  
April 17, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bazley Mathew C.

(Last) (First) (Middle)

C/O AXOVANT GENE  
THERAPIES LTD., 11 TIMES  
SQUARE, 33RD FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Axovant Sciences Ltd. [AXGT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/15/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      | Code V Amount                                                              | Price                                                                                                              |                                                                      |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

# Edgar Filing: Bazley Mathew C. - Form 4

| Security<br>(Instr. 3)         | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |              |                                  |
|--------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|--------------|----------------------------------|
|                                |                                                   |                         | Code               | V                                                                           | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title        | Amount or<br>Number of<br>Shares |
| Stock<br>Option (Right to Buy) | \$ 1.06                                           | 04/15/2019              | A                  |                                                                             | 726,000          |                  | (1)(2)              | 04/14/2029         | Common Stock | 726,000                          |
| Stock<br>Option (Right to Buy) | \$ 1.06                                           | 04/15/2019              | A                  |                                                                             | 250,000          |                  | (2)(3)              | 04/14/2029         | Common Stock | 250,000                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                 |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                          | Director      | 10% Owner | Officer         | Other |
| Bazley Mathew C.<br>C/O AXOVANT GENE THERAPIES LTD.<br>11 TIMES SQUARE, 33RD FLOOR<br>NEW YORK, NY 10036 |               |           | General Counsel |       |

## Signatures

/s/ Alison Haggerty,  
Attorney-in-Fact

04/17/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The option vests over a period of four years, with one quarter of the common shares underlying the option vesting on April 15, 2020 and  
(1) the remainder vesting in twelve equal quarterly installments thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.

The option allows for early exercise, subject to the Issuer's repurchase option with respect to any unvested common shares. All common  
(2) shares underlying the option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.

One-third of the option will vest at such time as the Issuer's 30-day trailing volume weighted average closing stock price ("30-day VWAP") is equal to \$2.12; one-third of the option will vest at such time as the Issuer's 30-day VWAP stock price is equal to \$4.24; and  
(3) one-third of the option will vest at such time as the Issuer's 30-day VWAP stock price is equal to \$6.36, in each case subject to the Reporting Person providing continuous service to the Issuer on each such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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