

Dexcel Pharma Technologies Ltd.

Form 3

June 07, 2018

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â Dexcel Pharma Technologies  
Ltd.

(Last) (First) (Middle)

1 DEXCEL STREET

(Street)

OR AKIVA,Â L3Â 3060000

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
09/06/20173. Issuer Name **and** Ticker or Trading Symbol  
Axovant Sciences Ltd. [AXON]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Shares, \$0.00001 par value per  
share

75,000,000

I See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dexcel Pharma Technologies Ltd. 1 DEXCEL STREET OR AKIVA, L3 3060000	Â	Â X	Â	Â

## Signatures

/s/ Dexcel Pharma Technologies Ltd. by Dan Oren, President &  
CEO

06/07/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Dexcel Pharma Technologies Ltd. (the "Reporting Person") is filing this Form 3 because it may be deemed to have dispositive power and, (1) therefore, beneficial ownership, over the 75,000,000 common shares (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer") held by Roivant Sciences Ltd. ("Roivant").

The Reporting Person acquired Common Shares of Roivant on September 6, 2017. Roivant directly holds the 75,000,000 Common Shares reported herein. Due to certain governance arrangements set forth in Roivant's bye-laws, so long as there is at least one independent director as a member of the Roivant Board of Directors (the "Roivant Board"), of which there are currently two independent (2) directors, the Reporting Person, voting collectively with Dexxon Holdings Ltd. and unanimously with three other major shareholders of Roivant, have the right to override certain decisions of the Roivant Board, including with respect to dispositions of the Common Shares. As a result, the Reporting Person may be deemed to have beneficial ownership over the Common Shares held by Roivant. The Reporting Person does not directly own any Common Shares.

The Reporting Person disclaims beneficial ownership of the Common Shares owned by Roivant, except to the extent of its pecuniary (3) interest therein. The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.