Axovant Sciences Ltd. Form 4 May 03, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Adasczik Michael

> (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Axovant Sciences Ltd. [AXON]

3. Date of Earliest Transaction

(Month/Day/Year) 04/29/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner Other (specify

C/O AXOVANT SCIENCES, INC., 320 WEST 37TH STREET, 5TH FLOOR

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below) below) Principal Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10018

(State) (Zip) (City)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) 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 required to respond unless the form displays a currently valid OMB control number.

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 Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

6. Date Exercisable and

7. Title and Amount of 8 Underlying Securities

#### Edgar Filing: Axovant Sciences Ltd. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	ed ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13	04/29/2016		A	5,000		<u>(1)</u>	04/29/2026	Common Shares	5,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Adasczik Michael C/O AXOVANT SCIENCES, INC. 320 WEST 37TH STREET, 5TH FLOOR NEW YORK, NY 10018

Principal Accounting Officer

#### **Signatures**

/s/Christine Mikail, Attorney-in-Fact 05/03/2016

\*\*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).
- This option vests over a period of four years, with one quarter of the common shares underlying the option vesting April 29, 2017 and the (1) remainder vesting in twelve equal quarterly installments thereafter. All common shares underlying such option will become fully vested upon a change in control, as that term is defined in the Issuer's 2015 Equity Incentive Plan.
- (2) Includes only options with the same termination date.

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.

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