

Axovant Sciences Ltd.

Form SC 13D/A

June 07, 2018

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. 3*

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 5, 2018

(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)

(Page 1 of 16 Pages)

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* 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 ("Act") 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*).

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1	NAMES OF REPORTING PERSONS	
	Viking Global Investors LP	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) ☐	
	(b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS ☐	
5	REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
		SOLE VOTING POWER
	7	
		☐ SHARED VOTING POWER
	NUMBER OF SHARES	8
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9 ☐ SOLE DISPOSITIVE POWER

	0
10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11)
14	73.1%* TYPE OF REPORTING PERSON PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
 * Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
 quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
 Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1 NAMES OF REPORTING
PERSONS

Viking Global Performance LLC

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a) 0

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

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS 0
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

8 0
SHARED
VOTING
POWER

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

0

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
14	73.1%* TYPE OF REPORTING PERSON OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	Viking Global Equities LP	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) 0	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
	NUMBER OF SHARES	
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	9	SOLE DISPOSITIVE POWER
		0

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
14	73.1%* TYPE OF REPORTING PERSON PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	Viking Global Equities II LP	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) ☐	
	(b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS ☐	
	REQUIRED PURSUANT TO	
	ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
		7
	SOLE VOTING POWER	
		0
	SHARED VOTING POWER	
	NUMBER OF SHARES	8
	BENEFICIALLY OWNED BY EACH REPORTING	9
	SOLE DISPOSITIVE POWER	

PERSON WITH 0
10 SHARED
DISPOSITIVE
POWER

89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
11 PERSON

89,285,714
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)

73.1%*
TYPE OF REPORTING
14 PERSON
PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074
* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common
Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	VGE III Portfolio Ltd.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) ☐	
	(b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS ☐	
	REQUIRED PURSUANT TO	
	ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
		7
	SOLE VOTING POWER	
		0
	SHARED VOTING POWER	
	NUMBER OF SHARES	8
	BENEFICIALLY OWNED BY EACH REPORTING	9
	SOLE DISPOSITIVE POWER	

PERSON WITH 0
10 SHARED
DISPOSITIVE
POWER

89,285,714
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

89,285,714
12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

73.1%*
14 TYPE OF REPORTING
PERSON
CO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the * quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	Viking Long Fund GP LLC	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) 0	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
14	73.1%* TYPE OF REPORTING PERSON OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	Viking Long Fund Master Ltd.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) ☐	
	(b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	☐
5	CITIZENSHIP OR PLACE OF ORGANIZATION	
6	Cayman Islands	
	7	SOLE VOTING POWER
		☐
	8	SHARED VOTING POWER
NUMBER OF SHARES		
		☐
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		☐

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	73.1%*
14	TYPE OF REPORTING PERSON CO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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NAMES OF REPORTING
PERSONS

1
Viking Global Opportunities GP
LLC
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2
(see instructions)

(a) ☐

(b) ☒

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

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5
PROCEEDINGS IS ☐
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

7
SOLE
VOTING
POWER

8
NUMBER OF
SHARES
0
SHARED
VOTING
POWER

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

	0
10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	
14	73.1%* TYPE OF REPORTING PERSON
	OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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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) ☐

(b) ☒

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

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS ☐
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 9 0
EACH REPORTING
PERSON WITH
SOLE
DISPOSITIVE
POWER

	0
10	SHARED DISPOSITIVE POWER
	89,285,714
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	89,285,714
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
	EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	73.1%*
14	TYPE OF REPORTING PERSON
	OO

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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NAMES OF REPORTING
PERSONS

1 Viking Global Opportunities
Illiquid Investments Sub-Master
LP

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a) ☐

(b) ☒

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

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS ☐
REQUIRED

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

Cayman Islands

SOLE
VOTING
7 POWER

NUMBER OF
SHARES

8

0
SHARED
VOTING
POWER

BENEFICIALLY
OWNED BY
EACH REPORTING

9

0
SOLE
DISPOSITIVE
POWER

PERSON WITH 0
10 SHARED
DISPOSITIVE
POWER

89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
11 PERSON

89,285,714
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)

73.1.%*
TYPE OF REPORTING
14 PERSON
PN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the
* quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	O. Andreas Halvorsen	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) o	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	o
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Norway	
	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	73,1%* TYPE OF REPORTING PERSON
14	IN

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1 NAMES OF REPORTING
PERSONS

David C. Ott

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a) ☐

(b) ☒

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

OO (See Item 3)

CHECK IF
DISCLOSURE OF
LEGAL

5 PROCEEDINGS IS ☐
REQUIRED

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

United States

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES 0
SHARED
VOTING
POWER

9 BENEFICIALLY
OWNED BY 0
EACH REPORTING SOLE
DISPOSITIVE
POWER

PERSON WITH 0
10 SHARED
DISPOSITIVE
POWER

89,285,714
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
11 PERSON

89,285,714
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)

73.1%*
TYPE OF REPORTING
14 PERSON
IN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

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1	NAMES OF REPORTING PERSONS	
	Rose S. Shabet	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) 0	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER
		0

10	SHARED DISPOSITIVE POWER
11	89,285,714 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	89,285,714 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES (see instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	73.1%* TYPE OF REPORTING PERSON
14	IN

This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074

* Common Shares outstanding as of February 8, 2018, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4 herein.

This Amendment No. 3 (the “Amendment”) amends and supplements the Schedule 13D filed by the Reporting Persons on July 13, 2016, as amended and supplemented by Amendment No. 1 filed on June 14, 2017 and Amendment No. 2 filed on July 6, 2017 (as so amended and supplemented, the “Original Schedule 13D”), 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 3. Source and Amount of Funds or Other Consideration

This Amendment amends and restates the third sentence of the first paragraph of Item 3 of the Original Schedule 13D in its entirety as set forth below:

“Roivant directly owns the 89,285,714 Common Shares reported herein.”

Item 4. Purpose of Transaction

This Amendment amends the Original Schedule 13D to add the following paragraphs immediately after the third paragraph of Item 4 of the Original Schedule 13D:

“On June 5, 2018, Roivant entered into a share purchase agreement (the “Share Purchase Agreement”), pursuant to which the Issuer agreed to issue and sell to Roivant 14,285,714 Common Shares at a purchase price of \$1.75 per share in a private placement (the “Private Placement”), equal to the per share closing price of the Common Shares on the Nasdaq Global Select Market on June 5, 2018. Roivant provided the financing in connection with the Issuer’s entry into a license agreement with Oxford BioMedica (UK) Ltd. for the development and commercialization of OXB-102 (now AXO-Lenti-PD) and related gene therapy products for all diseases and conditions.

The Private Placement is expected to close in July 2018, subject to satisfaction or waiver of customary closing conditions. As a condition to the closing of the Share Purchase Agreement, the Issuer is required to obtain written consents of its stockholders sufficient to approve the issuance of the Common Shares to Roivant under Rule 5635(a) of The Nasdaq Stock Market LLC. Because Roivant, as a controlling shareholder, is providing such consent, Roivant is deemed to beneficially own the 14,285,714 Common Shares to be issued and sold in the Private Placement as of the date of the Share Purchase Agreement, when there were no material contingencies to beneficial ownership outside of its control. The consent will not formally take effect until 20 calendar days after the Issuer gives or sends to stockholders its definitive information statement on Schedule 14C.”

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the second paragraph of Items 5(a)-(b) of the Original Schedule 13D in their entirety as set forth below:

“The Reporting Persons do not directly own any Common Shares. As described in Item 4 above, the Reporting Persons may be deemed to beneficially own the Common Shares owned directly by Roivant as a result of the Override Right. The aggregate number and percentage of Common Shares owned directly by Roivant (and which may be deemed to be beneficially owned by each Reporting Person) are, as of the date hereof: 89,285,714 Common Shares, representing 73.1% of the issued and outstanding Common Shares of the Issuer.”

This Amendment amends and restates the thirteenth paragraph of Items 5(a)-(b) of the Original Schedule 13D in their entirety as set forth below:

“The percentage of outstanding Common Shares of the Issuer that may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person’s cover sheet. This percentage was calculated based on 122,073,788 Common Shares outstanding, equal to (i) 107,788,074 Common Shares outstanding as of February 8, 2018, as reported in the Issuer’s quarterly report on Form 10-Q for the quarterly period ended December 31, 2017 filed with the SEC on February 9, 2018 and (ii) 14,285,714 Common Shares to be issued to Roivant after the written stockholder consent takes effect, as described in Item 4.”

SIGNATURE

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 7, 2018

By: /s/ O. Andreas Halvorsen

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 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/ Rose S. Shabet

By: Rose S. Shabet - 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