

Axovant Sciences Ltd.  
Form SC 13D/A  
October 19, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**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)\***

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**Axovant Sciences Ltd.**

(Name of Issuer)

**Common Shares, \$0.00001**

(Title of Class of Securities)

**G0750W104**

(CUSIP Number)

**Dr. Andrew Lo**

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**c/o Roivant Sciences Ltd.**

**Clarendon House**

**2 Church Street**

**Hamilton HM11, Bermuda**

**+1 (441) 295-5950**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 18, 2016**

(Date of Event Which Requires Filing of this Statement)

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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.

\* 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.

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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, as amended (the "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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CUSIP No. G0750W104

1. Name of Reporting Person  
Dr. Andrew Lo
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Source of Funds  
OO - other
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(e) or 2(f)
6. Citizenship or Place of Organization  
United States
7. Sole Voting Power  
0 Common Shares (see Item 5)
8. Shared Voting Power  
0 Common Shares (see Item 5)
9. Sole Dispositive Power  
0 Common Shares (see Item 5)
10. Shared Dispositive Power  
75,000,000 Common Shares (see Item 5)
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
75,000,000 Common Shares (see Item 5)
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)  
75.6% (see Item 5)
14. Type of Reporting Person  
IN
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), this Amendment No. 1 to the Schedule 13D (this **Amendment** ) amends and restates all items of the Schedule 13D filed with the Securities and Exchange Commission (the **SEC** ) on July 13, 2016 (the **Schedule 13D** ). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

**Item 1. Security and Issuer**

Item 1 of the Schedule 13D is hereby amended and restated as follows:

This Amendment relates to the common shares, \$0.00001 par value (the **Common Shares** ), of Axovant Sciences Ltd. (the **Issuer** ). The principal executive offices of the Issuer are located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended and restated as follows:

- (a) This Amendment is being filed by Dr. Andrew Lo (the **Reporting Person** ).
- (b) The address of the Reporting Person is c/o Roivant Sciences Ltd., Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (c) The Reporting Person is the Charles E. and Susan T. Harris Professor at the MIT Sloan School of Management, director of the MIT Laboratory for Financial Engineering and a principal investigator at the MIT Computer Science and Artificial Intelligence Laboratory.
- (d) - (e) During the five years preceding the date of this filing, the Reporting Person has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Person does not directly own any Common Shares, and the 75,000,000 Common Shares reported herein are directly owned by Roivant Sciences Ltd. ( **Roivant** ). The Issuer, prior to its initial public offering on June 11, 2015, was a wholly-owned subsidiary of Roivant.

The information set forth or incorporated in Items 4 and 5 is hereby incorporated herein by reference.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Person is filing this Amendment as a result of his appointment to the board of directors (the **Board** ) of Roivant. As reported in Item 3 above, Roivant directly beneficially owns 75,000,000, or 75.6%, of the Common Shares of the Issuer. Pursuant to Roivant's internal governance documents, following the appointment to Roivant's Board of one or more directors meeting certain independence criteria (each an **Independent Director** and

collectively the **Independent Directors** ), dispositions of the Common Shares require the approval of a majority of Roivant's Board, including (i) at least two Independent Directors, or, (ii) if there is only one independent director, that sole Independent Director.

The Reporting Person was appointed as an Independent Director effective July 8, 2016 and continues to be an Independent Director of Roivant. Effective October 18, 2016, a second Independent Director was appointed to Roivant's Board. Roivant remains the direct owner of its 75,000,000 Common Shares. As the approval of the Reporting Person as an Independent Director and the other Independent Director, to the extent such other Independent Director is serving, is needed for Roivant to dispose of the Common Shares, the Reporting Person may be deemed to have dispositive power over, and to be an indirect beneficial owner of, the Common Shares directly owned by Roivant. Currently, the Reporting Person shares dispositive power over the Common Shares with the other Independent Director currently serving. This filing shall not be deemed an admission that the Reporting Person and any other Independent Director constitute a group for purposes of Section 13(d) or Section 13(g) of the Exchange Act.

The Reporting Person, as an Independent Director who must approve any disposal by Roivant in the Common Shares, may review on an ongoing and continuing basis Roivant's investment in the Issuer. The Reporting Person, in acting on Roivant's behalf either alone or with other members of the Board, including the other Independent Director, may from time to time acquire additional securities of the Issuer or sell or otherwise dispose of some or all of the Reporting Person's securities of the Issuer. Any transactions that the Reporting Person may pursue may be made at any time and from time to time without prior notice and will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices of the securities of the Issuer, the financial condition, results of operations and prospects of the Issuer, general economic, financial market and industry conditions, other investment and business opportunities available to such Reporting Person, tax considerations and other factors.

Other than as described above, the Reporting Person does not currently have plans or proposals that relate to or would result in any of the transactions involving the Issuer described in subparagraphs (a) through (j) of Item 4 of Schedule 13D (although the Reporting Person may from time to time consider pursuing or proposing any such transactions and, in that connection, may discuss, evaluate and/or pursue any such transactions with its advisors, the Issuer or other persons).

## **Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

The information contained on each of the cover pages of this Amendment and set forth or incorporated in Items 2, 3, 4 and 6 are hereby incorporated herein by reference.

(a) - (b) As an Independent Director with dispositive power over the Common Shares directly owned by Roivant, the Reporting Person may be deemed an indirect beneficial owner of the 75,000,000 Common Shares directly owned by Roivant, representing 75.6% of the issued and outstanding Common Shares of the Issuer.

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The aggregate number of Common Shares beneficially owned by the Reporting Person and the numbers of Common Shares as to which the Reporting Person has sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on lines 7 through 11 of the cover sheet of this amended Schedule 13D. The percentage of outstanding Common Shares that may be deemed to be beneficially owned by the Reporting Person is set forth on line 13 of the cover sheet of this Amendment. Such percentage was calculated based on an aggregate of 99,161,719 Common Shares issued and outstanding as of August 12, 2016, as reported on the Issuer's quarterly report on Form 10-Q for the quarter ended June 30, 2016, filed with the Securities and Exchange Commission on August 15, 2016.

The Reporting Person disclaims beneficial ownership in all of the Common Shares reported herein, except to the extent of the Reporting Person's respective pecuniary interest therein. Except as disclosed in this

Amendment, the Reporting Person does not beneficially own any Common Shares or have the right to acquire any Common Shares, and does not presently have the power to vote or to direct the vote or to dispose or direct the disposition of any of the Common Shares that the Reporting Person may be deemed to beneficially own.

(c) Except as described in this Amendment, the Reporting Person has not effected any transactions in the Common Shares during the last 60 days.

(d) To the best knowledge of the Reporting Person, no person other than Roivant has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares beneficially owned by the Reporting Person.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended and restated as follows:

The information set forth or incorporated in Item 4 is hereby incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Not applicable.

**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: October 19, 2016

**Dr. Andrew Lo**

/s/ Dr. Andrew Lo  
Dr. Andrew Lo