

Viking Global Equities Master Ltd.
Form 3
January 10, 2019

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Å Viking Global Equities Master Ltd. | | | (Month/Day/Year) | | Axovant Sciences Ltd. [AXON] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 55 RAILROAD AVENUE | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (Street) | | | ___ Director | | ___X___ 10% Owner | |
| GREENWICH, Å CT Å 06830 | | | ___ Officer | | ___X___ Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | (give title below) | | (specify below) | |
| | | | | | ___ 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 | 99,285,714 | I | See Explanation of Responses ⁽¹⁾ <u>(2) (3) (4)</u> |

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

SEC 1473 (7-02)

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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 Derivative | 5. 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) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Viking Global Equities Master Ltd. 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

/s/ O. Andreas Halvorsen (5) 01/10/2019

__Signature of Reporting Person Date

/s/ David C. Ott (5) 01/10/2019

__Signature of Reporting Person Date

/s/ Rose S. Shabet (5) 01/10/2019

__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).

(1) Viking Global Equities Master Ltd. ("VGEM") does not directly own any shares of common stock (the "Common Shares") of Axovant Sciences Ltd. (the "Issuer"). The Viking Entities (as defined below) acquired Roivant Sciences Ltd. ("Roivant") common shares (the "Roivant Common Shares") on December 8, 2015. Roivant directly holds the 99,285,714 Common Shares reported herein. As a result of certain governance arrangements set forth in Roivant's bye-laws, due to the appointment of one or more independent directors (within the meaning of that term under Roivant's bye-laws) to Roivant's board of directors, the Viking Entities may be deemed to have beneficial ownership over the Common Shares held by Roivant.

(2) O. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds, including VGEM, Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III" and, together with VGE, the "VGEM Feeders"), Viking Long Fund Master Ltd. ("VLFM") and Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund", and together with VGE, VGE II, VGE III, VGEM and VLFM, the "Funds" and the Funds together with VGI, VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP, the "Viking Entities").

(3) VGP is the general partner of VGE and VGE II and the investment manager of VGE III and VGEM. VLFGP serves as the investment manager of VLFM. Opportunities GP serves as the sole member of Opportunities Portfolio GP. Opportunities Portfolio GP serves as the general partner of Opportunities Fund. As of January 1, 2019, as part of an internal reorganization, the VGEM Feeders became feeder funds for a new master fund, VGEM. The Viking Entities (other than VGEM) previously disclosed their beneficial ownership of the Common Shares on Form 3s dated July 13, 2016.

(4) VGEM disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

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Remarks:

(5)Â EachÂ ofÂ O.Â AndreasÂ Halvorsen,Â DavidÂ C.Â OttÂ andÂ RoseÂ S.Â ShabetÂ isÂ signingÂ asÂ anÂ Executive

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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