

Axovant Sciences Ltd.
Form 8-K
June 19, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 16, 2015**

Axovant Sciences Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation)

001-37418
(Commission File No.)

Not Applicable
(I.R.S. Employer Identification No.)

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
(Address of principal executive office)

Not Applicable
(Zip Code)

Registrant's telephone number, including area code: **+1 (441) 295-5950**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective as of June 16, 2015, Axovant Sciences Ltd. (the Registrant) adopted amended and restated Bye-laws (the Restated Bye-laws) in connection with the closing of the Registrant s initial public offering of its common shares (the IPO) effected pursuant to the Registrant s Registration Statement on Form S-1 (File No. 333-204073), as amended. The Registrant s board of directors and sole shareholder previously approved the Restated Bye-laws to become effective immediately prior to and contingent upon the closing of the IPO.

A copy of the Restated Bye-laws is filed as Exhibit 3.4 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 3.4(1) | Amended and Restated Bye-laws of the Registrant. |

(1) Previously filed as Exhibit 3.4 to Registrant s Registration Statement on Form S-1, as amended (File No. 333-204073), filed with the Commission on June 1, 2015, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Axovant Sciences Ltd.

Date: June 19, 2015

By:

/s/ Alan S. Roemer

Name:

Alan S. Roemer

Title:

Principal Financial and Accounting Officer

EXHIBIT INDEX

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