

Dexxon Holdings Ltd.  
Form 4  
December 20, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dexxon Holdings Ltd.

2. Issuer Name **and** Ticker or Trading  
Symbol  
Axovant Sciences Ltd. [AXON]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1 DEXCEL STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2018

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

OR AKIVA, L3 3060000

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$0.00001 par value per share	12/18/2018		P	10,000,000	A \$ 1 99,285,714	I	See footnotes (1) (2)

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  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dexason Holdings Ltd. 1 DEXCEL STREET OR AKIVA, L3 3060000		X		
Dexcel Pharma Technologies Ltd. 1 DEXCEL STREET OR AKIVA, L3 3060000		X		
Oren Dan 1 DEXCEL STREET OR AKIVA, L3 3060000		X		

## Signatures

/s/ Dexason Holdings Ltd. by Dan Oren, Director	12/20/2018
__Signature of Reporting Person	Date
/s/ Dexcel Pharma Technologies Ltd. by Dan Oren, President & CEO	12/20/2018
__Signature of Reporting Person	Date
/s/ Dan Oren	12/20/2018
__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).

## Edgar Filing: Dexxon Holdings Ltd. - Form 4

Dexxon Holdings Ltd. ("Dexxon"), Dexcel Pharma Technologies Ltd. ("DPT") and Dan Oren (together with Dexxon and DPT the "Reporting Persons") are filing this Form 4 because they may be deemed to have dispositive power and, therefore, beneficial ownership, (1) over the common shares (the "Common Shares") of Axovant Sciences Ltd. held by Roivant Sciences Ltd. ("Roivant"). Roivant's bye-laws provide Dexxon and DPT, voting unanimously with three other major shareholders of Roivant, with the right to override certain decisions of Roivant's board of directors, including with respect to dispositions of the Common Shares.

Voting and dispositive decisions of Dexxon are made by its sole director, Dan Oren. Voting and dispositive decisions of DPT are made by its President and Chief Executive Officer, Dan Oren. Dan Oren is ultimately the sole shareholder of each of Dexxon and DPT.

Accordingly, Dan Oren may be deemed to have investment control over the Common Shares owned directly by Roivant. The Reporting

- (2) Persons do not directly own any Common Shares. The Reporting Persons disclaim beneficial ownership of the Common Shares owned by Roivant, except to the extent of their pecuniary interest therein. The filing of this statement shall not be deemed an admission that the Reporting Persons are the beneficial owners of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise.

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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