

Axovant Sciences Ltd.  
Form SC 13D/A  
January 03, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**AMENDMENT NO. 5\***

**Axovant Sciences Ltd.**

(Name of Issuer)

**Common Shares, \$0.00001 par value per share**

(Title of Class of Securities)

**G0750W104**

(CUSIP Number)

**Andrew Genser**

**General Counsel**

**55 Railroad Avenue  
Greenwich, Connecticut 06830**

**212-672-7050**

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

**January 1, 2019**

(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.

\* 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 the disclosures provided in a prior cover page.

The information required in 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).



BENEFICIALLY OWNED

BY 0  
10 SHARED  
EACH DISPOSITIVE  
REPORTING POWER

PERSON 99,285,714  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

99,285,714  
12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

(see instructions)  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

65.2%\*  
14 TYPE OF REPORTING  
PERSON

PN

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the prospectus supplement filed by Axovant Sciences Ltd. (the "Issuer") with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

\*

**CUSIP No.**  
**G0750W104**

**13D**

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**16**  
**Pages**

NAMES OF REPORTING  
PERSONS

1  
Viking Global Performance  
LLC

CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2  
(see instructions)

(a)

(b) x

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

OO (See Item 3)  
CHECK IF  
DISCLOSURE OF  
LEGAL PROCEEDINGS  
5 IS REQUIRED  
PURSUANT TO ITEM  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

7 SOLE VOTING  
POWER

NUMBER  
OF  
SHARES

0  
SHARED  
VOTING  
POWER

9 0  
SOLE  
DISPOSITIVE

BENEFICIAL POWER  
OWNED

BY 0

10 SHARED  
EACH DISPOSITIVE  
REPORTING POWER

PERSON 99,285,714  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

99,285,714  
12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(see instructions)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

65.2%\*  
14 TYPE OF REPORTING  
PERSON

OO  
The calculation is based on  
a total of based on  
152,175,480 Common  
Shares outstanding, as  
\* reported in the Issuer's  
prospectus supplement  
filed with the Commission  
pursuant to Rule 424(b)(5)  
under the Act on  
December 17, 2018.

CUSIP No.	13D	Page 4 of 16 Pages
		NAMES OF REPORTING PERSONS
1		Viking Global Equities LP
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2		(see instructions)
		(a)
		(b) x
3		SEC USE ONLY
		SOURCE OF FUNDS (see instructions)
4		
		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 ORGANIZATION
6		
		Delaware
		SOLE VOTING POWER
7		
		0 SHARED VOTING POWER
NUMBER OF SHARES		0
9		SOLE DISPOSITIVE

	BENEFICIALLY OWNED BY EACH REPORTING PERSON	0	SHARED DISPOSITIVE POWER
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	99,285,714	
11			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		
12			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13		65.2%*	
	TYPE OF REPORTING PERSON		
14			PN

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.





BENEFICIAL POWER  
OWNED

BY 0  
10 SHARED  
EACH DISPOSITIVE  
REPORTING POWER

PERSON 99,285,714  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

99,285,714  
12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

(see instructions)  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

65.2%\*  
14 TYPE OF REPORTING  
PERSON

PN

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

CUSIP No.	13D	Page 6 of 16 Pages
1		NAMES OF REPORTING PERSONS
		VGE III Portfolio Ltd.
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2		(see instructions)
		(a)
		(b) x
3		SEC USE ONLY
4		SOURCE OF FUNDS (see instructions)
		OO (See Item 3)
5		CHECK IF DISCLOSURE OF LEGAL 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
NUMBER OF SHARES	8	POWER
		0
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER

EACH 0  
 REPORTING 10 SHARED  
 DISPOSITIVE  
 PERSON WITH POWER

99,285,714  
 AGGREGATE AMOUNT  
 BENEFICIALLY  
 11 OWNED BY EACH  
 REPORTING PERSON

99,285,714  
 CHECK BOX IF  
 12 THE AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (see instructions)  
 13 PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (11)

65.2%\*  
 14 TYPE OF REPORTING  
 PERSON

CO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

\*

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**13D**

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**16**  
**Pages**

NAMES OF REPORTING  
 PERSONS

1 Viking Global Equities Master  
 Ltd.

CHECK THE  
 APPROPRIATE BOX IF  
 A MEMBER OF A  
 GROUP

2 (see instructions)

(a)

(b) x

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

0  
 SHARED  
 VOTING

NUMBER OF 8  
 SHARES POWER

0  
 BENEFICIALLY 9 SOLE  
 OWNED BY DISPOSITIVE  
 POWER

EACH 0  
 REPORTING 10 SHARED  
 DISPOSITIVE  
 PERSON WITH POWER

11 99,285,714  
 AGGREGATE AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING PERSON

12 99,285,714  
 CHECK BOX IF  
 THE AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (see instructions)  
 PERCENT OF CLASS  
 REPRESENTED BY  
 13 AMOUNT IN ROW (11)

14 65.2%\*  
 TYPE OF REPORTING  
 PERSON

CO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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	<b>Pages</b>
1	
NAMES OF REPORTING PERSONS	
Viking Long Fund GP LLC	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	
(see instructions)	
(a)	
(b) x	
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	
Delaware	
	SOLE VOTING
	POWER
7	
	0
	SHARED
	VOTING
8	
NUMBER OF SHARES	POWER
	0
BENEFICIALLY OWNED BY EACH REPORTING	SOLE DISPOSITIVE
	POWER
9	
	0

PERSON WITH 10 SHARED  
DISPOSITIVE  
POWER

99,285,714

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

99,285,714  
CHECK BOX IF  
THE

12 AGGREGATE  
AMOUNT IN  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES (see  
instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
13 AMOUNT IN ROW (11)

65.2%\*  
TYPE OF REPORTING  
PERSON

14  
OO

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

\*



CUSIP No.	13D	Page 8 of 16 Pages
NAMES OF REPORTING PERSONS		
1	Viking Long Fund Master Ltd.	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(see instructions)	
	(a)	
	(b) x	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL 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	0	
9		

	BENEFICIALLY	SOLE
	OWNED	DISPOSITIVE
	BY	POWER
	EACH	0
	REPORTING	SHARED
	PERSON	DISPOSITIVE
	WITH	POWER
		99,285,714
	AGGREGATE AMOUNT	
	BENEFICIALLY	
11	OWNED BY EACH	
	REPORTING PERSON	
		99,285,714
	CHECK BOX IF	
	THE AGGREGATE	
12	AMOUNT IN ROW	
	(11) EXCLUDES	
	CERTAIN SHARES	
	(see instructions)	
	PERCENT OF CLASS	
13	REPRESENTED BY	
	AMOUNT IN ROW (11)	
		65.2%*
	TYPE OF REPORTING	
14	PERSON	
	CO	

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

\*

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		<b>16</b>
		<b>Pages</b>

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) x

3 SEC USE ONLY  
SOURCE OF FUNDS (see instructions)

4 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 Delaware

SOLE VOTING POWER

7

0 SHARED VOTING POWER

NUMBER8 OF SHARES

0

SOLE DISPOSITIVE

9

BENEFICIALLY OWNED

BY 0

10 SHARED

EACH DISPOSITIVE

REPORTING POWER

PERSON 99,285,714

WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 99,285,714  
CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 (see instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 65.2%\*  
TYPE OF REPORTING  
PERSON

OO  
The calculation is based  
on a total of based on  
152,175,480 Common  
Shares outstanding, as  
reported in the Issuer's  
prospectus supplement  
filed with the  
Commission pursuant to  
Rule 424(b)(5) under the  
Act on December 17,  
2018.

\*

<b>CUSIP No.</b>	<b>13D</b>	<b>Page 10 of 16 Pages</b>
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)	x
3		SEC USE ONLY SOURCE OF FUNDS (see instructions)
4		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		Delaware
	7	SOLE VOTING POWER
	0	SHARED VOTING POWER
NUMBER8 OF SHARES	9	0 SOLE DISPOSITIVE

BENEFICIALLY OWNED  
 BY 0  
 10 SHARED  
 EACH DISPOSITIVE  
 REPORTING POWER  
  
 PERSON 99,285,714  
 WITH  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON  
  
 99,285,714  
 12 CHECK BOX IF THE  
 AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (see instructions)  
 13 PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (11)  
  
 65.2%\*  
 14 TYPE OF REPORTING  
 PERSON  
  
 OO

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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		<b>16</b>
		<b>Pages</b>

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) x

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

OO (See Item 3)  
 CHECK IF  
 DISCLOSURE OF  
 5 LEGAL PROCEEDINGS  
 IS REQUIRED  
 PURSUANT TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR PLACE  
 6 OF ORGANIZATION

Cayman Islands

7 SOLE VOTING  
 POWER

0  
 SHARED  
 VOTING  
 POWER

NUMBERS  
 OF  
 SHARES

9 0

	BENEFICIAL	SOLE
	OWNED	DISPOSITIVE
	BY	POWER
	EACH	0
	REPORTING	SHARED
		DISPOSITIVE
	PERSON	POWER
	WITH	
		99,285,714
	AGGREGATE AMOUNT	
	BENEFICIALLY OWNED	
11	BY EACH REPORTING	
	PERSON	
		99,285,714
	CHECK BOX IF THE	
	AGGREGATE	
12	AMOUNT IN ROW	
	(11) EXCLUDES	
	CERTAIN SHARES	
	(see instructions)	
	PERCENT OF CLASS	
	REPRESENTED BY	
13	AMOUNT IN ROW (11)	
		65.2%*
	TYPE OF REPORTING	
14	PERSON	
		PN

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.





BY 0  
 10 SHARED  
 EACH DISPOSITIVE  
 REPORTING POWER  
 PERSON 99,285,714  
 WITH  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON  
 12 99,285,714  
 CHECK BOX IF THE  
 AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (see instructions)  
 PERCENT OF CLASS  
 REPRESENTED BY  
 13 AMOUNT IN ROW (11)  
 14 65.2%\*  
 TYPE OF REPORTING  
 PERSON  
 IN

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

CUSIP No.	13D	Page 13 of 16 Pages
1 NAMES OF REPORTING PERSONS		
David C. Ott		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
(see instructions)		
(a)		
(b) x		
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
OO (See Item 3)		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
United States		
	7	SOLE VOTING POWER
		0
		SHARED VOTING POWER
NUMBER OF SHARES	8	
		0
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER

EACH 0  
 REPORTING 10 SHARED  
 DISPOSITIVE  
 PERSON WITH POWER

99,285,714  
 AGGREGATE AMOUNT  
 BENEFICIALLY  
 11 OWNED BY EACH  
 REPORTING PERSON

99,285,714  
 CHECK BOX IF  
 12 THE AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES  
 (see instructions)  
 13 PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (11)

65.2%\*  
 14 TYPE OF REPORTING  
 PERSON

IN

The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

\*

**CUSIP No.**  
**G0750W104**

**13D**

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**of 16**  
**Pages**

1 NAMES OF REPORTING PERSONS

Rose S. Shabet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b) x

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)  
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

7 SOLE VOTING POWER

8 NUMBER OF SHARES 0 SHARED VOTING POWER

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

10 PERSON WITH 0 SHARED DISPOSITIVE

POWER

11 99,285,714  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 99,285,714  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(see instructions)  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 65.2%\*  
TYPE OF REPORTING  
PERSON

IN

\* The calculation is based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018.

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	NAMES OF REPORTING PERSONS
1	Rose S. Shabet
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	(see instructions)
	(a) <input type="radio"/>
	(b) <input checked="" type="checkbox"/>
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	PROCEEDINGS IS <input type="radio"/>
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	United States
	SOLE VOTING POWER
7	<input type="radio"/>
	SHARED VOTING POWER
8	<input type="radio"/>
NUMBER OF SHARES	
	BENEFICIALLY OWNED BY EACH REPORTING
9	SOLE DISPOSITIVE POWER

PERSON WITH 0  
 10 SHARED  
 DISPOSITIVE  
 POWER

99,285,714  
 11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON

99,285,714  
 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)

65.2%\*  
 14 TYPE OF REPORTING  
 PERSON  
 IN

\* The calculation is based  
 on a total of based on  
 152,175,480 Common  
 Shares outstanding, as  
 reported in the Issuer's  
 prospectus supplement  
 filed with the  
 Commission pursuant  
 to Rule 424(b)(5) under  
 the Act on December  
 17, 2018.



This Amendment No. 5 (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, Amendment No. 2 filed on July 6, 2017, Amendment No. 3 filed on June 7, 2018 and Amendment No. 4 filed on December 20, 2018 (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 2. Identity and Background**

This Amendment amends the Original 13D by amending and restating Item 2 of the Original Schedule 13D in its entirety as set forth below:

“(a), (f) This Schedule 13D is being filed jointly on behalf of Viking Global Investors LP, a Delaware limited partnership (“VGI”), Viking Global Performance LLC, a Delaware limited liability company (“VGP”), Viking Global Equities LP, a Delaware limited partnership (“VGE”), Viking Global Equities II LP, a Delaware limited partnership (“VGEII”), VGE III Portfolio Ltd., a Cayman Islands exempted company (“VGEIII” and, together with VGE, the “VGEM Feeders”), Viking Long Fund GP LLC, a Delaware limited liability company (“VLFGP”), Viking Long Fund Master Ltd., a Cayman Islands exempted company (“VLFM”), Viking Global Opportunities GP LLC, a Delaware limited liability company (“Opportunities GP”), Viking Global Opportunities Portfolio GP LLC, a Delaware limited liability company (“Opportunities Portfolio GP”), Viking Global Equities Master Fund Ltd., a Cayman Islands exempted company (“VGEM”), Viking Global Opportunities Illiquid Investments Sub-Master LP, a Cayman Islands exempted limited partnership (“Opportunities Fund”, and, together with VGEII, VGEM and VLFM, the “Funds”), O. Andreas Halvorsen, a citizen of Norway, David C. Ott, a citizen of the United States, and Rose S. Shabet, a citizen of the United States (each, a “Reporting Person”, and, collectively, the “Reporting Persons”).

The Reporting Persons have entered into a joint filing agreement, dated as of January 3, 2019, a copy of which is filed herewith as Exhibit 99.1.

(b) The business address of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of VGI is to provide managerial services to related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP is to serve as the general partner or investment manager of related entities engaged in making or recommending investments in securities of public and private companies.

The principal business of each of the VGEM Feeders is to invest substantially all of its assets in VGEM.

The principal business of each of the Funds is to engage in making investments in securities of public and private companies.

The present principal occupation of O. Andreas Halvorsen is Chief Executive Officer of VGI. The present principal occupation of David C. Ott is Advisory Director of VGI. The present principal occupation of Rose S. Shabet is Chief Operating Officer of VGI.

(d), (e) During the last five years, none of the Reporting Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was 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.”

**Item 4. Purpose of Transaction**

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

“As of January 1, 2019, as part of an internal reorganization, the VGEM Feeders became feeder funds for a new master fund, VGEM.”

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

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

“(a)-(b) The information contained on each of the cover pages of this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 are hereby incorporated herein by reference.

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: 99,285,714 Common Shares, representing 65.2% of the issued and outstanding Common Shares of the Issuer.

VGEM has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEM. VGE and Viking Global Equities III Ltd. (a Cayman Islands exempted company), through its investment in VGEIII, invest substantially all of their assets in VGEM.

VGEII has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

VLFM has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its investment manager, VLFGP, and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets in VLFM.

Opportunities Fund has the authority to dispose of and vote the Roivant Common Shares directly owned by it, which power may be exercised by its general partner, Opportunities Portfolio GP, and by VGI, an affiliate of Opportunities Portfolio GP, which provides managerial services to Opportunities Fund. Viking Global Opportunities LP (a Delaware limited partnership) and Viking Global Opportunities III LP (a Cayman Islands exempted limited partnership), through its investment in Viking Global Opportunities Intermediate LP (a Cayman Islands exempted limited partnership), invest substantially all of their assets in Viking Global Opportunities Master LP (a Cayman Islands exempted limited partnership), which in turn invests through Opportunities Fund.

VGI provides managerial services to the Funds. VGI has the power to direct the vote and disposition of investments held by the Funds. Accordingly, VGI may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by the Funds.

VGP, as the general partner of VGE and VGEII, has the power to direct the vote and disposition of investments held by VGE and VGEII. Accordingly, VGP may be deemed to have beneficial ownership over the Common Shares beneficially owned by VGE and VGEII. VGP serves as investment manager to VGEIII and VGEM and has the power to direct the vote and disposition of the investments held by VGEIII and VGEM. Accordingly, VGP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VGEIII and VGEM.

VLFGP serves as the investment manager of VLFM and has the power to direct the vote and disposition of investments held by VLFM. Accordingly, VLFGP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VLFM.

Opportunities Portfolio GP serves as the general partner of Opportunities Fund and has the power to direct the vote and disposition of investments held by Opportunities Fund. Accordingly, Opportunities Portfolio GP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by Opportunities Fund.

Opportunities GP serves as the sole member of Opportunities Portfolio GP and has the power to direct the vote and disposition of investments held by Opportunities Portfolio GP, which consists of the investments held by Opportunities Fund. Accordingly, Opportunities GP may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by Opportunities Portfolio GP, consisting of any Common Shares deemed beneficially owned by Opportunities Fund.

Messrs. Halvorsen and Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC (the general partner of VGI), VGP, VLFGP and Opportunities GP, have shared authority to direct the voting and disposition of investments beneficially owned by VGI, VGP, VLFGP and Opportunities GP. Accordingly, each of Messrs. Halvorsen and Ott and Ms. Shabet may be deemed to have beneficial ownership over any Common Shares deemed beneficially owned by VGI, VGP, VLFGP and Opportunities GP.

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. Such percentage was calculated for each Reporting Person based on a total of based on 152,175,480 Common Shares outstanding, as reported in the Issuer's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) under the Act on December 17, 2018. Except as disclosed in this Schedule 13D, none of the Reporting Persons beneficially owns any Common Shares or has the right to acquire any Common Shares.

Except as disclosed in this Schedule 13D, none of the Reporting Persons presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Common Shares that such Reporting Person may be deemed to beneficially own."

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

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

"Exhibit 99.1 Joint Filing Agreement, dated as of January 3, 2019, among the Reporting Persons."

## **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: January 3, 2019

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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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/ 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, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER 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

**INDEX TO EXHIBITS**

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