

Axovant Sciences Ltd.
Form 8-K
August 22, 2016

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): **August 19, 2016**

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) 824-8100**

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

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 5.07 Submission of Matters to a Vote of Security Holders.

On August 19, 2016, Axovant Sciences Ltd. (the Company) held its 2016 Annual General Meeting of Shareholders (the Annual Meeting) in Hamilton, Bermuda. The shareholders considered and approved two proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 22, 2016. Of the 99,150,000 common shares outstanding as of the record date, 94,790,056 shares, or 95.6%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of shareholders at the Annual Meeting.

Proposal No. 1: Election of the Board's two nominees, Ilan Oren and Marianne L. Romeo, to serve as Class I Directors of the Company to hold office until the 2019 Annual General Meeting of Shareholders and until their successors are duly elected. The votes were cast as follows:

| Name | For | Withheld |
|-------------------|------------|-----------|
| Ilan Oren | 85,029,227 | 7,827,290 |
| Marianne L. Romeo | 87,677,290 | 5,179,227 |

Broker Non-Votes: 1,933,539.

Proposal No. 2: Ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending March 31, 2017, the appointment of Ernst & Young LLP as auditor for statutory purposes under the Bermuda Companies Act 1981, as amended, for its fiscal year ending March 31, 2017 and the authorization for the Board, through its Audit Committee, to set the remuneration for Ernst & Young LLP as auditor of the Company for its fiscal year ending March 31, 2017. The votes were cast as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 94,650,665 | 139,351 | 40 |

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.

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Date: August 22, 2016

By: /s/ Gregory Weinhoff
Name: Gregory Weinhoff
Title: Principal Financial Officer