

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).

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Pages

1 NAMES OF REPORTING
PERSONS

Viking Global Investors 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
LEGAL PROCEEDINGS
5 IS REQUIRED
PURSUANT TO ITEM
2(d) or 2(e)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Delaware

7 SOLE VOTING
POWER

0
SHARED
VOTING
POWER

NUMBER 8
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

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

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.

*

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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
instructions)

4
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

8 SHARED
VOTING
POWER

9 0
SOLE
DISPOSITIVE

BENEFICIALLY OWNED

BY 0

10 SHARED

EACH DISPOSITIVE

REPORTING POWER

PERSON 99,285,714

WITH

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

REPRESENTED BY

13 AMOUNT IN ROW (11)

65.2%*

TYPE OF REPORTING

14 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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G0750W104		
1	NAMES OF REPORTING PERSONS	
	Viking Global Equities LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(see instructions)	
	(a)	
3	(b) x	
4	SEC USE ONLY SOURCE OF FUNDS (see instructions)	
5	OO (See Item 3) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	
	0	
	SHARED VOTING POWER	
NUMBER OF SHARES	0	
9	SOLE DISPOSITIVE	

	BENEFICIALLY OWNED BY EACH REPORTING PERSON	0	SHARED DISPOSITIVE POWER
	10		
	99,285,714		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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)		
14	65.2%* TYPE OF REPORTING PERSON		
	PN		

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CUSIP No.
G0750W104

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16
Pages

1 NAMES OF REPORTING
PERSONS

Viking Global Equities II 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
LEGAL

5 PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEM
2(d) or 2(e)
CITIZENSHIP OR PLACE
6 OF ORGANIZATION

Delaware

7 SOLE VOTING
POWER

0
SHARED
VOTING
POWER

NUMBER
OF
SHARES

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

65.2%*
14 TYPE OF REPORTING
PERSON
PN

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	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 POWER	
NUMBER OF SHARES	8	POWER	
		0	
BENEFICIALLY OWNED BY	9	SOLE 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)

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

14 65.2%*
 TYPE OF REPORTING
 PERSON

CO

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 on a total of based on
 152,175,480 Common
 Shares outstanding, as
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 prospectus supplement
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 Commission pursuant to
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 Act on December 17,
 2018.

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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

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 Cayman Islands

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES

0 BENEFICIALLY OWNED BY

9 SOLE 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)

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

14 65.2%*
 TYPE OF REPORTING
 PERSON

CO

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 on a total of based on
 152,175,480 Common
 Shares outstanding, as
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 prospectus supplement
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 Commission pursuant to
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			Pages
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)		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
		7	SOLE VOTING POWER
		0	SHARED VOTING POWER
8	NUMBER OF SHARES		
		0	SOLE DISPOSITIVE POWER
9	BENEFICIALLY OWNED BY EACH REPORTING		
		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

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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	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	
NUMBER8 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
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	65.2%*
	TYPE OF REPORTING
14	PERSON
	CO

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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
4 instructions)

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

CITIZENSHIP OR PLACE
6 OF ORGANIZATION

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

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

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Act on December 17,
2018.

*

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1	NAMES OF REPORTING PERSONS		
	Viking Global Opportunities Portfolio GP LLC		
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		
	Delaware		
	7	SOLE VOTING POWER	
		0	
NUMBERS OF SHARES		SHARED VOTING POWER	
	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

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

OO

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December 17, 2018.

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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
8 SHARED
VOTING
POWER
9 OF
SHARES 0

BENEFICIAL	SOLE
OWNED	DISPOSITIVE
BY	POWER
EACH	0
REPORTING	SHARED
PERSON	DISPOSITIVE
WITH	POWER
	99,285,714
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)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	65.2%* TYPE OF REPORTING PERSON
	PN

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		Pages

NAMES OF REPORTING
PERSONS

1

O. Andreas Halvorsen

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

5

IS REQUIRED

PURSUANT TO ITEM

2(d) or 2(e)

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

Norway

SOLE VOTING
POWER

7

0
SHARED
VOTING
POWER

NUMBER8
OF

0

SOLE

BENEFICIAL DISPOSITIVE
OWNED POWER

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

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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)		
3	(b) x		
4	SEC USE ONLY		
	SOURCE OF FUNDS (see instructions)		
5	OO (See Item 3)		
6	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
7	SOLE VOTING POWER		
	0		
8	SHARED VOTING POWER		
	0		
9	NUMBER OF BENEFICIALLY OWNED BY		
	SOLE 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

IN

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 Shares outstanding, as
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*

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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)

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

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

United States

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES 0
SHARED
VOTING
POWER

9 BENEFICIALLY
OWNED BY 0
SOLE
DISPOSITIVE
POWER
EACH
REPORTING

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

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

14 65.2%*
TYPE OF REPORTING
PERSON

IN

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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
5		PROCEEDINGS IS <input type="radio"/>
		REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6		CITIZENSHIP OR PLACE OF ORGANIZATION
		United States
	7	SOLE VOTING POWER
		<input type="radio"/>
		SHARED VOTING POWER
NUMBER OF SHARES	8	
BENEFICIALLY OWNED BY EACH REPORTING	9	<input type="radio"/> SOLE DISPOSITIVE POWER

PERSON WITH 0
10 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) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 65.2%*
TYPE OF REPORTING
PERSON
IN

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Shares outstanding, as
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filed with the
Commission pursuant
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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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