

QVT Associates GP LLC  
 Form 4  
 December 20, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 QVT Associates GP LLC

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)  
 444 MADISON AVENUE, 21ST FLOOR

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

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

(Street)  
 NEW YORK, NY 10022

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

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

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares, \$0.00001 par value per share	12/18/2018		P	10,000,000 A \$ 1	99,285,714	I	see fn (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QVT Associates GP LLC 444 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10022		X		
QVT Offshore Ltd. 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		

## Signatures

/s/ Tracy Fu 12/19/2018  
\*\*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).
- (1) QVT Financial LP, its general partner, QVT Financial GP LLC, QVT Offshore Ltd. and QVT Associates GP LLC, the general partner of certain funds managed by QVT Financial LP (collectively, "QVT"), may be deemed to have beneficial ownership over the 99,285,714 Common Shares held by Roivant Sciences Ltd. ("Roivant") because, as shareholders of Roivant, QVT may be deemed to have dispositive power and, therefore, beneficial ownership, over the Common Shares held by Roivant by virtue of governance arrangements in Roivant's bye-laws, namely, the appointment of one or more independent directors (within the meaning of that term under Roivant's bye-laws) to Roivant's board of directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. #160; Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

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- 10.1 Manpower Inc. Compensation for Non-Employee Directors (Amended and Restated February 16, 2011)
  - 10.2 Terms and Conditions Regarding the Grant of Awards to Non-Employee Directors under the 2003 Equity Incentive Plan of Manpower Inc. (Amended and Restated Effective February 16, 2011)
  - 10.3 Compensation Agreement between Jeffrey A. Joerres and Manpower Inc. dated as of February 16, 2011
  - 10.4 Severance Agreement between Jeffrey A. Joerres and Manpower Inc. dated as of February 16, 2011
  - 10.5 Compensation Agreement between Michael J. Van Handel and Manpower Inc. dated as of Feb 16, 2011
  - 10.6 Severance Agreement between Michael J. Van Handel and Manpower Inc. dated as of February 16, 2011
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SIGNATURES

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

MANPOWER INC.

Dated: February 23, 2011

By: /s/ Kenneth C. Hunt  
Kenneth C. Hunt  
Senior Vice President, General Counsel and Secretary

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