

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Verwel Frank</u>  (Last) (First) (Middle)  <u>C/O AVEXIS, INC.</u> <u>2275 HALF DAY ROAD, SUITE 200</u>  (Street) <u>BANNOCKBURN IL</u> <u>60015</u>  (City) (State) (Zip)			<u>AveXis, Inc. [ AVXS ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2018</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2018		D <sup>(1)</sup>		1,106 <sup>(2)</sup>	D	\$0.00 <sup>(1)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	\$20	05/15/2018		D <sup>(1)</sup>			26,496	(3)	02/10/2026	Common Stock	26,496	\$0.00	0	D	
Stock Option (Right to Buy)	\$69.25	05/15/2018		D <sup>(1)</sup>			2,454	(3)	05/30/2027	Common Stock	2,454	\$0.00	0	D	
Stock Option (Right to Buy)	\$133.8	05/15/2018		D <sup>(1)</sup>			2,905	(3)	03/13/2028	Common Stock	2,905	\$0.00	0	D	

**Explanation of Responses:**

1. On April 6, 2018, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Novartis AG, a company organized under the laws of Switzerland ("Parent"), and Novartis AM Merger Corporation, a Delaware corporation and an indirect wholly-owned subsidiary of the Parent ("Purchaser"). Pursuant to the terms of the Merger Agreement and the Offer (as defined in the Merger Agreement), each share of the Issuer's common stock (the "Common Stock") held by the Reporting Person was acquired, subject to adjustment, at a purchase price of \$218.00 per share (the "Offer Price") in cash.
2. Represents 1,106 shares underlying Restricted Stock Units (the "RSUs"). Pursuant to the Merger Agreement, each outstanding RSU was canceled in exchange for a lump sum cash payment equal to (i) the Offer Price multiplied by (ii) the number of shares of Common Stock underlying the RSU.
3. Pursuant to the Merger Agreement, each outstanding stock option was canceled in exchange for a lump sum cash payment equal the excess of (A) the Offer Price minus (B) the Exercise Price, multiplied by the number of shares of Common Stock underlying the option.

**Remarks:**

/s/ Madison Jones, Attorney-in-Fact 05/15/2018

\*\* Signature of Reporting Person Date

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

\* 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).**

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**