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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UROVANT SCIENCES LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Suite 1, 3rd Floor
11-12 St. James's Square
London SW1Y 4LB
United Kingdom
(Address of principal executive office)

Not Applicable
(Zip Code)

Urovant Sciences Ltd. 2017 Equity Incentive Plan, as Amended and Restated
(Full title of the plan)

Christine G. Ocampo
Senior Vice President and Chief Accounting Officer
Urovant Sciences, Inc.
5151 California Avenue, Suite 250
Irvine, CA 92617
(949) 226-6029
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Frank F. Rahmani
John T. McKenna
Alison A. Haggerty
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Shares, \$0.000037453 par value per common share	1,212,916 shares(2)	\$7.735	\$9,381,906	\$1,138

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional common shares of the Registrant (“*Common Shares*”) that become issuable under the Urovant Sciences Ltd. 2017 Equity Incentive Plan, as amended and restated (the “*2017 Plan*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding Common Shares.
- (2) Represents additional Common Shares reserved for future issuance under the 2017 Plan by reason of the automatic increase provisions therein.
- (3) Estimated in accordance with Rule 457(h) and Rule 457(c) solely for the purpose of calculating the registration fee on the basis of \$7.735 per share, which is the average of the high and low prices of the Common Shares as reported on the Nasdaq Global Market on November 13, 2018.

EXPLANATORY NOTE

Urovant Sciences Ltd. (the “*Registrant*”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,212,916 common shares, par value \$0.000037453 per share (the “*Common Shares*”), issuable to eligible persons under the Urovant Sciences Ltd. 2017 Equity Incentive Plan, as amended and restated, which Common Shares are in addition to the Common Shares previously registered on the Registrant’s registration statement on Form S-8 filed on September 27, 2018 (File No. 333-227593) (the “*Prior Form S-8*”).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference herein.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. EXHIBITS.

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Certificate of Incorporation.	S-1	333-226169	3.1	July 13, 2018
4.2	Memorandum of Association.	S-1	333-226169	3.2	July 13, 2018
4.3	Amended and Restated Bye-laws.	S-1	333-226169	3.3	July 13, 2018
5.1*	Opinion of Conyers Dill & Pearman Limited as to legality.				
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.				
23.2*	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).				
24.1*	Powers of Attorney (included on the signature page to this Registration Statement).				
99.1	2017 Equity Incentive Plan, as amended and restated.	S-1	333-226169	10.13	September 17, 2018
99.2	Forms of Option Grant Notice and Option Agreement under the 2017 Equity Incentive Plan, as amended and restated.	S-1	333-226169	10.14	September 17, 2018
99.3	Form of Early Exercise Stock Purchase Agreement under the 2017 Equity Incentive Plan, as amended and restated.	S-1	333-226169	10.15	September 17, 2018

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Irvine, California, on this 14th day November, 2018.

UROVANT SCIENCES LTD.

By: /s/ Keith A. Katkin
Keith A. Katkin
Principal Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Keith A. Katkin and Christine G. Ocampo, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Keith A. Katkin</u> Keith A. Katkin	Principal Executive Officer and Director	November 14, 2018
<u>/s/ Christine G. Ocampo</u> Christine G. Ocampo	Principal Financial and Accounting Officer (Urovant's authorized representative in the United States)	November 14, 2018
<u>/s/ Myrtle S. Potter</u> Myrtle S. Potter	Director	November 14, 2018
<u>/s/ Sef P. Kurstjens, M.D., Ph.D.</u> Sef P. Kurstjens, M.D., Ph.D.	Director	November 14, 2018
<u>/s/ Pierre Legault</u> Pierre Legault	Director	November 14, 2018
<u>/s/ Frank M. Torti, M.D.</u> Frank M. Torti, M.D.	Director	November 14, 2018

November 14, 2018

Matter No.: 360388
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Urovant Sciences Ltd.
Suite 1, 3rd Floor
11-12 St. James's Square
London SW1Y 4LB
United Kingdom

Dear Sirs,

Re: Urovant Sciences Ltd. (the "Company")

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on November 14, 2018 (the "Registration Statement", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the "Securities Act") of an aggregate of 1,212,916 common shares, par value US\$0.000037453 per share (the "Common Shares") of the Company, issuable pursuant to the Company's 2017 Equity Incentive Plan, as amended and restated (the "Plan", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the Company's memorandum of association and the amended and restated bye-laws of the Company (together, the "Constitutional Documents"), each certified by the Secretary of the Company, minutes of a meeting of the Company's board of directors held on September 11, 2018 and written resolutions of the Company's sole member, dated September 13, 2018 (collectively, the "Resolutions"), an officer's certificate dated as of the date hereof confirming that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us; (d) that the Resolutions remain in full force and effect and have not been rescinded or amended; (e) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein; (f) that there is no provision of any "Stock Award Agreement", "Other Stock Award Agreement", "Restricted Stock Award Agreement", or "Restricted Stock Unit Award Agreement" (as defined in the Plan), which would have any implication in relation to the opinions expressed herein; (g) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof, which shall be equal to at least the par value thereof; (h) that on the date of issuance of any of the Common Shares, the Company will have sufficient authorised but unissued share capital; and (i) that the Common Shares will be listed on an appointed stock exchange (as defined in the Companies Act 1981, as amended, which includes the New York Stock Exchange and The Nasdaq Stock Market LLC).

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

"Non-assessability" is not a legal concept under Bermuda law, but when we describe the Common Shares herein as being "non-assessable" we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Common Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such shares and no member shall be bound by an alteration in the Constitutional Documents after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Common Shares or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax, which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Urovant Sciences Ltd. 2017 Equity Incentive Plan, as amended and restated, of our report dated June 4, 2018 (except Note 11, as to which the date is September 17, 2018), with respect to the consolidated financial statements of Urovant Sciences Ltd. included in its Registration Statement (Form S-1 No. 333-226169) and related Prospectus, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

November 14, 2018
Iselin, New Jersey