

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* <u>VIKING GLOBAL PERFORMANCE LLC</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Urovant Sciences Ltd. [ UROV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Shares, par value \$0.000037453 per share	06/04/2019		P		7,500 <sup>(1)</sup>	A	\$7.5881 <sup>(2)</sup>	22,784,838	I	See Footnotes <sup>(5)(6)(7)(8)</sup>
Common Shares, par value \$0.000037453 per share	06/05/2019		P		6,540 <sup>(1)</sup>	A	\$8.015 <sup>(3)</sup>	22,791,378	I	See Footnotes <sup>(5)(6)(7)(8)</sup>
Common Shares, par value \$0.000037453 per share	06/06/2019		P		7,082 <sup>(1)</sup>	A	\$7.9951 <sup>(4)</sup>	22,798,460	I	See Footnotes <sup>(5)(6)(7)(8)</sup>

**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)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>VIKING GLOBAL PERFORMANCE LLC</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Viking Global Equities LP](#)

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Equities II LP](#)

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[VGE III Portfolio Ltd.](#)

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Equities Master Ltd.](#)

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Long Fund GP LLC](#)

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>Viking Long Fund Master Ltd.</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>HALVORSEN OLE ANDREAS</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Ott David C.</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Shabet Rose Sharon</u>		
(Last)	(First)	(Middle)
55 RAILROAD AVENUE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

- The transaction was a series of open market purchases made by Roivant Sciences Ltd. ("Roivant") under a trading plan established by Roivant pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance with the safe harbor of Rule 10b-18 under the Exchange Act. The purchases were made by Roivant and not by the Reporting Person. See footnotes 5 and 6 for information on the Reporting Person's ownership via Roivant of the purchased Common Shares.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$7.42 to \$7.71, inclusive. The reporting person undertakes to provide to Urovant, any security holder of Urovant, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$7.68 to \$8.33, inclusive. The reporting person undertakes to provide to Urovant, any security holder of Urovant, or the staff of the SEC, upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$7.73 to \$8.57, inclusive. The reporting person undertakes to provide to Urovant, any security holder of Urovant, or the staff of the SEC, upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (4) to this Form 4.
- These shares of common stock (the "Common Shares") of Urovant are directly beneficially owned by Roivant and indirectly beneficially owned by the Reporting Persons. The Reporting Persons acquired Roivant common shares on December 8, 2015. Pursuant to Roivant's internal governance documents, following the appointment to Roivant's board of directors of one or more directors meeting certain independence criteria (each an "Independent Director" and collectively the "Independent Directors"), dispositions of the Common Shares require the approval of a majority of Roivant's board of directors, including (i) at least two Independent Directors, or, (ii) if there is only one independent director, that sole Independent Director. The Reporting Persons had an Independent Director appointed to Roivant's board of directors effective July 8, 2016.
- As the approval of the Reporting Person's Independent Director, and, to the extent one other Independent Director is serving, that other Independent Director, is needed for Roivant to dispose of the Common Shares, the Reporting Persons may be deemed to have dispositive power over, and to be indirect beneficial owners of, the Common Shares directly beneficially owned by Roivant. The Reporting Persons disclaim beneficial ownership of the shares owned by Roivant, except to the extent of their respective pecuniary interest therein. Additionally, this filing shall not be deemed an admission that the Reporting Persons and any other Independent Director constitute a "group" for purposes of Section 13(d) or Section 13(g) of the Securities Exchange Act of 1934, as amended.

7. O. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP").

8. VGI provides managerial services to various investment funds, including Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III Portfolio Ltd. ("VGE III"), Viking Global Equities Master Ltd. ("VGEM"), Viking Long Fund Master Ltd. ("VLFM") and Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund", and together with VGE, VGE II, VGE III, VGEM and VLFM, the "Funds" and the Funds together with VGI, VGP, VLFGP, Opportunities GP, Opportunities Portfolio GP, O. Andreas Halvorsen, David C. Ott and Rose S. Shabet, the "Reporting Persons"). VGP is the general partner of VGE and VGE II and the investment manager of VGE III and VGEM. VLFGP serves as the investment manager of VLFM. Opportunities GP serves as the sole member of Opportunities Portfolio GP. Opportunities Portfolio GP serves as the general partner of Opportunities Fund.

**Remarks:**

(9) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (10) Each of O. Andreas Halvorsen, David C. Ott and Rose S. Shabet is signing individually 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 GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP. (11) Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, VGI, Opportunities GP, Opportunities Portfolio GP, Opportunities Fund, O. Andreas Halvorsen, David C. Ott and Rose S. Shabet have jointly filed with the Reporting Persons on a separate Form 4 filing submitted on the same day hereof.

<u>/s/ O. Andreas Halvorsen (9)</u> <u>(10)</u>	<u>06/06/2019</u>
<u>/s/ David C. Ott (9)(10)</u>	<u>06/06/2019</u>
<u>/s/ Rose S. Shabet (9)(10)</u>	<u>06/06/2019</u>
** 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.**