

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>QVT Associates GP LLC</u> (Last) (First) (Middle) 444 MADISON AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (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) 06/07/2019	
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	06/07/2019		P		6,649 ⁽¹⁾	A	\$7.965 ⁽²⁾	22,805,109	I	See footnote ⁽⁵⁾
Common Shares, par value \$0.000037453 per share	06/10/2019		P		7,500 ⁽¹⁾	A	\$8.3459 ⁽³⁾	22,812,609	I	See footnote ⁽⁵⁾
Common Shares, par value \$0.000037453 per share	06/11/2019		P		7,189 ⁽¹⁾	A	\$8.5817 ⁽⁴⁾	22,819,798	I	See footnote ⁽⁵⁾

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>QVT Associates GP LLC</u> (Last) (First) (Middle) 444 MADISON AVENUE, 21ST FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>QVT Financial Investment Cayman Ltd.</u>		
(Last)	(First)	(Middle)
190 ELGIN AVENUE		
(Street)		
GEORGE TOWN, GRAND CAYMAN	E9	KY1-9005
(City)	(State)	(Zip)

Explanation of Responses:

1. 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 (the "Exchange Act") and in accordance with the safe harbor of Rule 10b-18 under the Exchange Act.
2. 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 \$8.10, inclusive. The reporting person undertakes to provide to Urovant Sciences Ltd. ("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.
3. The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$7.89 to \$8.68, 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.
4. The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$8.41 to \$8.75, 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.
5. QVT Financial LP, its general partner, QVT Financial GP LLC, QVT Financial Investment Cayman 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 22,819,798 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. The filing of this statement shall not be deemed an admission that QVT is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. QVT expressly disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Remarks:

/s/ Tracy Fu

06/11/2019

** 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.

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