

OMB APPROVAL	
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**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>Katkin Keith</u>  (Last) (First) (Middle) C/O UROVANT SCIENCES, INC. 5281 CALIFORNIA AVENUE, SUITE 100  (Street) IRVINE CA 92617  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO/CEO/Urovant Sciences, Inc.
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2020	
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	02/19/2020		M		180,000	A	\$3.86	379,680	D	
Common Shares	02/19/2020		F <sup>(1)</sup>		104,788	D	\$13.08	274,892	D	
Common Shares	02/19/2020		J <sup>(2)</sup>		75,212	D	\$13.08	199,680	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$3.86	02/19/2020		M		180,000		(3)	09/21/2027	Common Shares	180,000	\$0.00	701,254 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Represents 53,119 shares surrendered to the Issuer in satisfaction of payment of exercise price and 51,669 shares surrendered to the Issuer in satisfaction of the payment of required withholding taxes in connection with the exercise of stock options.
- Represents the sale of 75,212 shares of common stock to Sumitovant Biopharma Ltd., a subsidiary of Dainippon Sumitomo Pharma, in a privately-negotiated transaction.
- All of the shares underlying this option are vested and exercisable as of the date hereof.
- Following the reported transactions, the Reporting Person beneficially owns options to purchase an aggregate of 1,416,166 common shares (inclusive of the options reported in Table II, Column 9 above).

**Remarks:**

/s/ Bryan Smith, Attorney-in-Fact 02/21/2020

\*\* 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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