

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>Roivant Sciences Ltd.</u>  (Last) (First) (Middle) SUITE 1, 3RD FLOOR 11-12 ST. JAMES'S SQUARE  (Street) LONDON X0 SW1Y 4LB  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Roivant 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) 12/27/2019	
		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 Shares, par value \$0.000037453 per share	12/27/2019		S		22,860,013	D	(1)(2)	0	I	See Footnote <sup>(3)</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	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Pursuant to the Transaction Agreement, dated as of October 31, 2019 (the "Transaction Agreement"), by and among Sumitomo Dainippon Pharma Co., Ltd. ("Sumitomo"), Roivant Sciences Ltd. ("Roivant") and certain subsidiaries of Roivant, Roivant agreed to (i) transfer to a wholly-owned subsidiary of Roivant all of the common shares of the Issuer that were beneficially owned by Roivant (the "Transferred Shares"), along with the equity interests owned by Roivant in four of its other subsidiaries, and at the closing of the transactions contemplated by the Transaction Agreement (the "Closing"), to transfer all of the shares of such wholly owned subsidiary to Sumitomo, (ii) grant Sumitomo options to purchase, subject to certain exceptions set forth in the Transaction Agreement, Roivant's existing equity interests in six other privately-held Roivant subsidiaries or affiliates and (iii) issue to Sumitomo common shares of Roivant.
- In exchange, Sumitomo made an approximately \$3.0 billion (the "Sale Proceeds") upfront cash payment to Roivant upon the closing of the transactions contemplated by the Transaction Agreement. The Transaction Agreement did not contemplate an allocation of the Sale Proceeds with respect to the Transferred Shares. For reference, the closing market price of the Issuer's common shares as of October 31, 2019, the date on which Roivant agreed to transfer the Transferred Shares, was \$9.54.
- Prior to the Closing, Roivant transferred the Transferred Shares to a wholly owned subsidiary of Roivant and, at the Closing, Roivant transferred all of the shares of such wholly-owned subsidiary to Sumitomo.

/s/ Marianne Romeo Dinsmore, 12/31/2019  
as Authorized Signatory

\*\* 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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