

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>Sukhatme Mayukh</u> (Last) (First) (Middle) <u>C/O ROIVANT SCIENCES LTD.</u> <u>11-12 ST. JAMES'S SQUARE,</u> <u>SUITE 1 3RD FL</u> (Street) <u>LONDON X0 SW1Y 4L</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/01/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ROIV]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>Pres & Chief Investment Officer</u> 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	3,024,725 ⁽¹⁾	D	
Common Shares	1,657,698 ⁽²⁾	I	By LLC

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(3)(4)	05/19/2029	Common Shares	3,657,750	10.96	D	
Stock Option (Right to Buy)	(5)(7)	03/31/2026	Common Shares	3,909,306	12.68	D	
Stock Option (Right to Buy)	(6)(7)	05/01/2031	Common Shares	1,969,554	10	D	
Capped Value Appreciation Rights	(8)(9)	03/31/2026	Common Shares	1,363,711	11.5	D	
Capped Value Appreciation Rights	(8)(9)(10)	03/31/2026	Common Shares	2,545,595 ⁽¹⁰⁾	6.4	D	

Explanation of Responses:

- Reflects an award of restricted stock covering Common Shares that is fully vested.
- Reflects an award of restricted stock covering Common Shares ("RSAs") that is fully vested. The award of RSAs is held by a limited liability company (the "LLC") that is owned by a family trust (the "Trust"). The reporting person has investment control over both the LLC and the Trust. The reporting person disclaims beneficial ownership of the reported securities held by the LLC except to the extent of his pecuniary interest therein.
- Award of stock options to purchase Common Shares with a vesting commencement date of May 20, 2019.
- This award of stock options to purchase Common Shares vests and becomes exercisable (i) 6% on the first anniversary of the vesting commencement date, (ii) an additional 10% on the second anniversary of the vesting commencement date, (iii) an additional 14% on the third anniversary of the vesting commencement date, (iv) an additional 18% on the fourth anniversary of the vesting commencement date, (v) an additional 22% on the fifth anniversary of the vesting commencement date and (vi) an additional 30% on the sixth anniversary of the vesting commencement date, subject to the reporting person's continuous service through each vesting date.
- Award of stock options to purchase Common Shares with a vesting commencement date of December 27, 2019.
- Award of stock options to purchase Common Shares with a vesting commencement date of May 20, 2021.
- These awards of stock options to purchase Common Shares vest and become exercisable (i) 25% on the first anniversary of the applicable vesting commencement date and (ii) in 36 equal monthly installments thereafter, subject to the reporting person's continuous service through each vesting date.
- Reflects an award of capped value appreciation rights ("CVARs") that entitle the reporting person to an amount equal to the product of (i) the number of vested CVARs multiplied by (ii) the excess (if any) of (A) the fair market value of a Common Share (capped at \$12.68 per share) as of the relevant date of determination over (B) the applicable hurdle price reflected in column 4 of Table II above (such excess, the "CVAR Amount"). The CVARs will be settled in a number of Common Shares determined by dividing (i) the applicable CVAR Amount by (ii) the fair market value of a Common Share as of the applicable payment date.
- These awards of CVARs vest (i) 25% on the first anniversary of the vesting commencement date and (ii) in 36 equal monthly installments thereafter, subject to the reporting person's continuous service through each vesting date, with a vesting commencement date of December 27, 2019.
- In the event the fair market value of a Common Share is less than \$9.20 per share as of the relevant date of determination (the "knock-in condition"), this award of CVARs will

remain outstanding unless and until the knock-in condition is satisfied as of any applicable measurement date thereafter before the expiration date of the CVARs.

Remarks:

Exhibit 24 - Power of Attorney

By: /s/ Jo Chen, as
Attorney-in-Fact for
Mayukh Sukhatme

10/01/2021

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Matthew Gline, Rakhi Kumar and Jo Chen as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder of Roivant Sciences Ltd (the "**Company**"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of August, 2021.

Signature: /s/ Mayukh Sukhatme
Name: Mayukh Sukhatme