SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

MANCHESTER KEITH S

(Last) (First) (Middle)

C/O ROIVANT SCIENCES LTD.
7TH FLOOR, 50 BROADWAY

(Street)

LONDON UNITED KINGDOM SW1H 0DB

(City) (State) (Zip)

UNITED KINGDOM

(Country)

2. Issuer Name **and** Ticker or Trading Symbol

Roivant Sciences Ltd. [ROIV]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/16/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☐ 10% Owner

☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ 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	11/16/2026		S		79,461	D	$39.17	13,609,705	I(1)	Held by QVT Financial Investment Cayman Ltd.
Common Shares	11/16/2026		S		550,280	D	$39.17	1,042,200	I(1)	Held by QVT P&E Roiv Hldgs Ltd
Common Shares	11/16/2026		S		18,927	D	$38.99	13,590,778	I(1)	Held by QVT Financial Investment Cayman Ltd.
Common Shares	11/16/2026		S		131,073	D	$38.99	911,127	I(1)	Held by QVT P&E Roiv Hldgs Ltd
Common Shares	11/17/2026		J(2)		2,635,169	D	$0.00	5,806,259	I(1)	Held by QVT Deferred Compensation Holdings Ltd.
Common Shares	11/17/2026		J(2)		15,969	D	$0.00	13,574,809	I(1)	Held by QVT Financial Investment Cayman Ltd.
Common Shares	11/17/2026		J(2)		385,620	D	$0.00	525,507	I(1)	Held by QVT P&E Roiv Hldgs Ltd
Common Shares	11/17/2026		S		75,716	D	$38.24	13,499,093	I(1)	Held by QVT Financial Investment Cayman Ltd.
Common Shares	11/17/2026		S		525,507	D	$38.24	0	I(1)	Held by QVT P&E Roiv Hldgs Ltd

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	11/17/2026		S		798	D	$38.24	5,805,461	I(1)	Held by QVT Deferred Compensation Holdings Ltd.

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	Amount or Number of Shares				

Explanation of Responses:

1. The reporting person is a shareholder of each of QVT Deferred Compensation Holdings Ltd., QVT P&E Roiv Hldgs Ltd. and QVT Financial Investment Cayman Ltd. (the "QVT Entities") but does not have any voting or investment control over the QVT Entities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these Common Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Common Shares for purposes of Section 16 or for any other purpose.

2. On November 17, 2026, each of the QVT Entities made an in-kind distribution on a pro rata basis, for no consideration.

/s/ Keith Manchester — 11/18/2026

** 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.