

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>MANCHESTER KEITH S</u>  (Last) (First) (Middle) <u>C/O ROIVANT SCIENCES LTD.</u> <u>7TH FLOOR, 50 BROADWAY</u>  (Street) <u>LONDON X0 SW1H 0DB</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ ROIV ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	03/07/2024		J <sup>(1)</sup>		11,077,765	D	\$0.00	14,646,796	I <sup>(2)</sup>	Held by QVT Deferred Compensation Holdings Ltd
Common Shares	03/07/2024		J <sup>(1)</sup>		11,325,233	D	\$0.00	23,105,358	I <sup>(2)</sup>	Held by QVT Financial Investment Cayman Ltd.
Common Shares	03/07/2024		J <sup>(1)</sup>		5,594,064	D	\$0.00	6,837,266	I <sup>(2)</sup>	Held by QVT Roiv Hldgs Onshore Ltd.
Common Shares	03/07/2024		J <sup>(1)</sup>		2,260,661	D	\$0.00	2,763,126	I <sup>(2)</sup>	Held by QVT P&E Roiv Hldgs Ltd.
Common Shares								1,763,772 <sup>(3)</sup>	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On March 7, 2024, each of QVT Roiv Hldgs Onshore Ltd. (together, "QVT Roiv"), QVT P&E Roiv Hldgs Ltd. ("QVT P&E"), QVT Deferred Compensation Holdings Ltd ("QVT DCH") and QVT Financial Investment Cayman Ltd. ("QVT FIC") made an in-kind distribution on a pro rata basis, for no consideration.
- The reporting person is a shareholder of each of QVT Roiv, QVT DCH, QVT P&E and QVT FIC (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.
- Includes shares reporting person received as part of the distribution described in (1) above, which is exempted under both Rule 16a-9 and Rule 16a-13 as a change in form of beneficial ownership and (i) an annual award of restricted stock units with respect to Common Shares ("RSUs") granted pursuant to the Company's 2021 Equity Incentive Plan and the Company's Non-Employee Director Compensation Policy (the "Equity Plan"), which vested on September 15, 2023 and (ii) an annual award of restricted stock units with respect to RSU granted pursuant to the Equity Plan, which is scheduled to vest 100% on September 12, 2024, subject generally to the reporting person's continuous service through such date.

/s/ Keith Manchester 03/07/2024

\*\* 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.