

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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).

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Ramaswamy Vivek</u> (Last) (First) (Middle) <u>PO BOX 20860</u> (Street) <u>COLUMBUS OH 43220</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ROIV]</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) <u>05/27/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| 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 | 05/27/2023 | | M ⁽¹⁾ | | 382,203 | A | (1) | 54,791,414 ⁽⁵⁾ | D | |
| Common Shares | 05/31/2023 | | J ⁽²⁾ | | 189,947 | D | \$9.09 ⁽³⁾ | 54,601,467 ⁽⁵⁾ | 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 |
| Capped Value Appreciation Rights | (1)(4) | 05/27/2023 | | M | | | 1,222,787 ⁽¹⁾ | (1) | 03/31/2026 | Common Shares | 382,203 ⁽¹⁾ | \$6.4 ⁽¹⁾ | 8,559,505 ⁽⁴⁾ | D | |

Explanation of Responses:

- Reflects the conversion of 1,222,787 capped value appreciation rights ("CVARs") that entitle the reporting person, following the achievement of specified vesting and other conditions, 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 hurdle price of \$6.40 per share (such excess, the "CVAR Amount"). On May 27, 2023, the "knock-in" condition (as defined below) and hurdle price applicable to these vested CVARs have been satisfied and, accordingly, the CVARs were settled into 382,203 Common Shares, determined by dividing (i) the CVAR Amount by (ii) the closing price of a Common Share on May 26, 2023.
- Represents the sale of Common Shares pursuant to a "sell-to-cover" transaction in order to satisfy applicable tax withholding obligations in connection with the vesting and settlement of the CVARs. This sale was effected pursuant to the issuer's "sell to cover" policy and does not represent a discretionary sale by the reporting person.
- The price reported in this column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.95 to \$9.31, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- 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.
- Includes an award of restricted stock covering Common Shares that is fully vested.

/s/ Vivek Ramaswamy

05/31/2023

** 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.