

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

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>Gold Daniel Allen</u> (Last) (First) (Middle) C/O ROIVANT SCIENCES LTD. 7TH FLOOR, 50 BROADWAY (Street) LONDON X0 SW1H 0DB (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2023</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	09/28/2023		S		8,957	D	\$11.55	100,804	I ⁽¹⁾	Held by Fourth Avenue Capital Partners LP ⁽⁵⁾
Common Shares	09/28/2023		S		2,285,783	D	\$11.55	25,724,561	I ⁽¹⁾	Held by QVT Deferred Compensation Holdings Ltd ⁽⁴⁾
Common Shares	09/28/2023		S		3,059,368	D	\$11.55	34,430,591	I ⁽¹⁾	Held by QVT Financial Investment Cayman Ltd. ⁽²⁾
Common Shares	09/28/2023		S		3,094,899	D	\$11.55	34,830,463	I ⁽¹⁾	Held by QVT Roiv Hldgs Offshore Ltd ⁽³⁾
Common Shares	09/28/2023		S		1,104,599	D	\$11.55	12,431,330	I ⁽¹⁾	Held by QVT Roiv Hldgs Onshore Ltd ⁽³⁾
Common Shares	09/28/2023		S		446,394	D	\$11.55	5,023,787	I ⁽¹⁾	Held by QVT P&E Roiv Hldgs Ltd ⁽⁴⁾

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- 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.
- The reporting person is one of three directors of QVT Financial Investment Cayman Ltd. ("QVT FIC"), sharing voting and investment control over the Common Shares held directly by QVT FIC.
- QVT Financial LP, a Delaware limited partnership, is the investment manager of QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore Ltd. (together, "QVT Roiv"), and shares voting and investment control over the Shares held directly by QVT Roiv. QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT Financial LP. The

reporting person is a Managing Member of QVT Financial GP, sharing voting and investment control over the Common Shares held directly by QVT Roiv and may be deemed to beneficially own such Common Shares.

4. The reporting person is one of two directors of QVT P&E Roiv Hldgs Ltd. ("QVT P&E") and QVT Deferred Compensation Holdings Ltd ("QVT DCH"), sharing voting and investment control over the Common Shares held directly by QVT P&E and QVT DCH.

5. Management of Fourth Avenue Capital Partners LP is vested in its general partner, Fourth Avenue Capital Partners GP LLC, a Delaware limited liability company ("Fourth Avenue GP"), which may be deemed to beneficially own the Common Shares held directly by Fourth Avenue. Daniel Gold is a Managing Member of Fourth Avenue GP, sharing voting and investment control over the Common Shares held directly by Fourth Avenue and may be deemed to beneficially own such Common Shares.

Remarks:

/s/ Meg Eisner

10/02/2023

** 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.