
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Roivant Sciences Ltd.

(Name of Issuer)

Common Shares, par value \$0.000000341740141 per share
(Title of Class of Securities)

G76279101
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS	
	Sumitomo Chemical Co., Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	6	SHARED VOTING POWER
		71,251,083
	7	SOLE DISPOSITIVE POWER
	8	SHARED DISPOSITIVE POWER
		71,251,083
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	71,251,083	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.86% (1)	
12	TYPE OF REPORTING PERSON	
	CO	

- (1) This calculation is based on 803,921,356 Common Shares, \$0.0000000341740141 par value, of the Issuer (as defined below), issued and outstanding as of November 9, 2023, as disclosed by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2023, as filed with the Securities and Exchange Commission on November 13, 2023.

1	NAMES OF REPORTING PERSONS	
	Sumitomo Pharma Co., Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		71,251,083
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER
		71,251,083
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	71,251,083	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.86% (1)	
12	TYPE OF REPORTING PERSON	
	CO	

- (1) This calculation is based on 803,921,356 Common Shares, \$0.0000000341740141 par value, of the Issuer (as defined below), issued and outstanding as of November 9, 2023, as disclosed by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2023, as filed with the Securities and Exchange Commission on November 13, 2023.

Item 1(a). Name of Issuer:

Roivant Sciences Ltd. (the “Issuer”).

Item 1(b). Address of Issuer’s Principal Executive Offices:

Roivant Sciences Ltd.
7th Floor
50 Broadway
London SW1H 0DB
United Kingdom

Item 2(a). Name of Person Filing:

Sumitomo Chemical Co., Ltd. (“Sumitomo Chemical”).
Sumitomo Pharma Co., Ltd. (“Sumitomo Pharma”).

(Each a “Reporting Person,” and collectively, the “Reporting Persons”).

Item 2(b). Address of Principal Business Office or, if None, Residence:

Sumitomo Chemical:

7-1, Nihonbashi 2-chome
Chuo-ku, Tokyo
103-6020, Japan

Sumitomo Pharma:

6-8 Doshomachi 2-chome
Chuo-ku, Osaka
541-0045, Japan

Item 2(c). Citizenship:

See Row 4 of the cover page for each Reporting Person, respectively.

Item 2(d). Title of Class of Securities:

Common Shares, par value \$0.0000000341740141 per share of the Issuer (“Common Shares”).

Item 2(e). CUSIP Number:

G76279101

Item 3. If this Statement is Filed Pursuant to 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: See Row 9 of the cover pages for each Reporting Person, respectively.

(b) Percent of class: See Row 11 of the cover pages for each Reporting Person, respectively. Calculated using 803,921,356 Common Shares issued and outstanding as of November 9, 2023, as disclosed by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2023, as filed with the Securities and Exchange Commission on November 13, 2023.

- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: See Row 5 of the cover pages for each Reporting Person, respectively.
 - (ii) Shared power to vote or to direct the vote: See Row 6 of the cover pages for each Reporting Person, respectively.
 - (iii) Sole power to dispose or to direct the disposition of: See Row 7 of the cover pages for each Reporting Person, respectively.
 - (iv) Shared power to dispose or to direct the disposition of: See Row 8 of the cover pages for each Reporting Person, respectively.

Sumitomo Pharma directly owns the Common Shares. Sumitomo Pharma is a 51.76%-owned subsidiary of Sumitomo Chemical. Sumitomo Chemical may be deemed to indirectly beneficially own (as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the Common Shares that Sumitomo Pharma owns. Sumitomo Chemical disclaims beneficial ownership of such Common Shares except to the extent of its pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2024

Sumitomo Chemical Co., Ltd.

By: /s/ Takeo Kitayama
Name: Takeo Kitayama
Title: Executive Officer, General Manager, Corporate
Planning Office

Sumitomo Pharma Co., Ltd.

By: /s/ Yutaka Wakemi
Name: Yutaka Wakemi
Title: Vice President, Head of Global Corporate Strategy

EXHIBIT INDEX

Exhibit Number	Title
99.1	Joint Filing Agreement

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Shares, par value \$0.0000000341740141 per share, of Roivant Sciences Ltd. (this "Agreement"), is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 1, 2024

Sumitomo Chemical Co., Ltd.

By: /s/ Takeo Kitayama
Name: Takeo Kitayama
Title: Executive Officer, General Manager, Corporate
Planning Office

Sumitomo Pharma Co., Ltd.

By: /s/ Yutaka Wakemi
Name: Yutaka Wakemi
Title: Vice President, Head of Global Corporate Strategy