

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

OMB APPROVAL	
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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* <u>QVT Financial LP</u> (Last) (First) (Middle) 888 SEVENTH AVENUE, 43RD FLOOR (Street) NEW YORK NY 10106 (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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by Deputation
	3. Date of Earliest Transaction (Month/Day/Year) 09/25/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/25/2024		s		50,000	D	\$11.77	23,055,358	I ⁽¹⁾	Held by QVT Financial Investment Cayman Ltd. ⁽²⁾
Common Shares	09/26/2024		s		876,000	D	\$11.82	22,179,358	I ⁽¹⁾	Held by QVT Financial Investment Cayman Ltd. ⁽²⁾
Common Shares								55,443	I ⁽¹⁾	Held by Fourth Avenue Capital Partners LP ⁽²⁾
Common Shares								14,646,796	I ⁽¹⁾	Held by QVT Deferred Compensation Holdings Ltd. ⁽²⁾
Common Shares								19,311,790	I ⁽¹⁾	Held by QVT Roiv Hldgs Offshore Ltd. ⁽³⁾
Common Shares								6,837,266	I ⁽¹⁾	Held by QVT Roiv Hldgs Onshore Ltd. ⁽³⁾
Common Shares								2,763,126	I ⁽¹⁾	Held by QVT P&E Roiv Hldgs Ltd. ⁽²⁾

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)
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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 Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V	(A) (D)	Exercisable Date (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying 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)
<p>1. Aggregately following the transactions described above, QVT Financial LP ("QVT") is a Delaware limited partnership, may be deemed to be the beneficial owner of 85,793,779 common shares (the "Common Shares") of Roivant Sciences Ltd., consisting of the Common Shares owned by QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore Ltd. (together, "QVT Roiv"), Fourth Avenue Capital Partners LP ("Fourth Avenue"), QVT P&E Roiv Hldgs Ltd. ("QVT P&E"), QVT Deferred Compensation Holdings Ltd ("QVT DCH") and QVT Financial Investment Cayman Ltd. ("QVT FIC"). QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT and may be deemed to beneficially own the Common Shares reported by QVT.</p> <p>2. QVT provides certain investment advisory services for, and thereby may be deemed to beneficially own the Common Shares held by, Fourth Avenue, QVT P&E, QVT DCH and QVT FIC. QVT disclaims beneficial ownership of such Common Shares, except to the extent of any 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.</p> <p>3. QVT is the investment manager of QVT Roiv, shares voting and investment control over the Common Shares held directly by QVT Roiv and therefore may be deemed to beneficially own such Common Shares. QVT disclaims beneficial ownership of such Common Shares, except to the extent of any 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.</p>												
										Amount		
										Number of Shares		
										09/26/2024		

** 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.