

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).

1. Name and Address of Reporting Person* <u>Venker Eric</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ President & COO
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2023</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	07/20/2023		M		159,387	A	\$3.85	803,602	D	
Common Shares	07/20/2023		S		159,387 ⁽¹⁾	D	\$11.31 ⁽²⁾	644,215	D	
Common Shares	07/21/2023		M		181,998	A	\$3.85	826,213	D	
Common Shares	07/21/2023		S		181,998 ⁽¹⁾	D	\$11.13 ⁽²⁾	644,215	D	
Common Shares	07/24/2023		M		33,081	A	\$3.85	677,296	D	
Common Shares	07/24/2023		S		33,081 ⁽¹⁾	D	\$10.93 ⁽²⁾	644,215	D	
Common Shares	07/24/2023		J		16,297 ⁽³⁾	D	\$10.99 ⁽²⁾	627,918	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
Stock Option (Right to Buy)	\$3.85	07/20/2023		M			159,387	(4)	04/19/2032	Common Shares	159,387	\$0	15,163,797	D	
Stock Option (Right to Buy)	\$3.85	07/21/2023		M			181,998	(4)	04/19/2032	Common Shares	181,998	\$0	14,981,799	D	
Stock Option (Right to Buy)	\$3.85	07/24/2023		M			33,081	(4)	04/19/2032	Common Shares	33,081	\$0	14,948,718	D	

Explanation of Responses:

- These sales were effected by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on February 25, 2023.
- The price reported in column 4 is a weighted average price. 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 (2) to this Form 4.
- 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 restricted stock units ("RSUs") previously granted to the reporting person. These sales was effected pursuant to a "sell to cover" policy entered into pursuant to the requirements of Rule 10b5-1 and does not represent a discretionary sale by the reporting person.
- Award of stock options to purchase Common Shares with a vesting commencement date of April 20, 2022. These options vest and become exercisable (i) 25% on the first anniversary of the applicable vesting commencement date and (ii) in 36 equal monthly installments thereafter, subject generally to the reporting person's continuous service through each vesting date (unless otherwise provided in the applicable award documentation).

By: /s/ Jo Chen, as Attorney-in-Fact for Eric Venker 07/24/2023

** 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.