

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>Sukhatme Mayukh</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres&amp;Chief Investment Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O ROIVANT SCIENCES LTD. 7TH FLOOR, 50 BROADWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			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.					
<u>LONDON</u>	<u>X0</u>	<u>SW1H 0DB</u>						
(City)	(State)	(Zip)						

**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			
<u>Common Shares</u>	<u>07/27/2023</u>		<u>M<sup>(1)</sup></u>		<u>43,212</u>	<u>A</u>	<u>(1)</u>	<u>3,167,395<sup>(2)</sup></u>	<u>D</u>	
<u>Common Shares</u>								<u>1,657,698<sup>(3)</sup></u>	<u>I</u>	<u>By LLC</u>

**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	Amount or Number of Shares				
<u>Capped Value Appreciation Rights</u>	<u>(1)(4)</u>	<u>07/27/2023</u>		<u>M</u>		<u>106,067<sup>(1)</sup></u>		<u>(1)</u>	<u>03/31/2026</u>	<u>Common Shares</u>	<u>43,212<sup>(1)</sup></u>	<u>\$6.4<sup>(1)</sup></u>	<u>2,121,329<sup>(4)</sup></u>	<u>D</u>	

**Explanation of Responses:**

- Reflects the conversion of 106,067 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 July 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 43,212 Common Shares, determined by dividing (i) the CVAR Amount by (ii) the closing price of a Common Share on July 27, 2023.
- Includes an award of restricted stock covering Common Shares that is fully vested.
- Reflects an award of restricted stock covering Common Shares ("RSAs") that is fully vested. The award of RSAs is held by a limited liability company (the "LLC") that is owned by a family trust (the "Trust"). The reporting person has investment control over both the LLC and the Trust. The reporting person disclaims beneficial ownership of the reported securities held by the LLC except to the extent of his pecuniary interest therein.
- This award of CVARs vests (i) 25% on the first anniversary of the vesting commencement date and (ii) in 36 equal monthly installments thereafter, subject to the reporting person's continuous service through each vesting date, with a vesting commencement date of December 27, 2019. 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.

By: /s/ Jo Chen, as Attorney-in-Fact for Mayukh Sukhatme 07/31/2023

\*\* 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.