SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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).

☐ 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*

Sukhatme Mayukh

(Last) (First) (Middle)

C/O ROIVANT SCIENCES LTD.

7TH FLOOR, 50 BROADWAY

(Street)

LONDON SW1H 0DB

(City) (State) (Zip)

UNITED KINGDOM

(Country)

2. Issuer Name **and** Ticker or Trading Symbol

Roivant Sciences Ltd. [ROIV]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/10/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☐ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

President & CIO

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

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	11/10/2026		J[1][2]		26,152[1][2]	D	$40.43[3]	18,537,732	D	
Common Shares	11/10/2026		J[1][2]		32,882[1][2]	D	$41.13[4]	18,504,850	D	
Common Shares	11/11/2026		J[1][2]		32,672[1][2]	D	$41.63[5]	18,472,178	D	
Common Shares	11/11/2026		J[1][2]		20,533[1][2]	D	$42.01[6]	18,451,645	D	
Common Shares	11/12/2026		J[1][2]		44,723[1][2]	D	$40.36[7]	18,406,922	D	
Common Shares	11/12/2026		J[1][2]		8,482[1][2]	D	$41.13[8]	18,398,440	D	
Common Shares	11/12/2026		F[2][9]		1,737[9]	D	$41.85[9]	18,396,703	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	Amount or Number of Shares				

Explanation of Responses:

1. Represents the sale of Common Shares pursuant to the Issuer's nondiscretionary "sell-to-cover" policy in order to satisfy applicable tax withholding obligations in connection with the vesting and settlement of a portion of the performance restricted stock units ("PSUs") granted to the reporting person on July 26, 2024 following the achievement of both the performance-based vesting conditions (the "Performance Condition") and service-based vesting conditions (the "Service Condition") applicable to such PSUs. Additional PSUs that have satisfied both the Performance Condition and the Service Condition will be settled in one or more future instalments in accordance with their terms.

2. The remaining Common Shares issued on settlement of such PSUs (after satisfaction of tax withholding obligations) are subject to a two-year post-vesting holding period before such Common Shares may be sold, measured from the date the Service Condition of the PSUs is satisfied.

3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.88 to $40.88, inclusive. 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.

4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $40.89 to $41.35, inclusive. 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.

5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $40.87 to $41.86, inclusive. 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.

6. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $41.87 to $42.22, inclusive. 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.

7. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.96 to $40.95, inclusive. 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.

8. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $40.96 to $41.50, inclusive. 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.

9. Represents the "net settlement" by the Issuer of PSUs pursuant to the Issuer's nondiscretionary policy in order to satisfy applicable tax withholding obligations in connection with the vesting and settlement of a portion of such PSUs following the achievement of both the Performance Condition and the Service Condition applicable to such PSUs.

Remarks:

By: /s/ Sam Kaplan, as Attorney-in-Fact for Mayukh Sukhatme	11/12/2026
** 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.