

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 11, 2023

Roivant Sciences Ltd.
(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction of Incorporation)

001-40782
(Commission File Number)

98-1173944
(I.R.S. Employer Identification No.)

7th Floor
50 Broadway
London SW1H 0DB
United Kingdom
(Address of Principal Executive Offices, and Zip Code)

+44 207 400-3347
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.0000000341740141 per share	ROIV	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On September 11, 2023, Roivant Sciences Ltd. (the “Company”) issued a press release announcing the completion of the Company’s redemption of its outstanding public warrants and private placement warrants. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

99.1	Roivant Sciences Ltd. Press Release, dated September 11, 2023
104	Cover Page Interactive Data File (embedded with Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROIVANT SCIENCES LTD.

By: /s/ Matt Maisak

Name: Matt Maisak

Title: Authorized Signatory

Dated: September 11, 2023

Roivant Announces Completion of Redemption of its Outstanding Warrants

BASEL, Switzerland and LONDON and NEW YORK, September 11, 2023 (GLOBE NEWSWIRE) – Roivant (Nasdaq: ROIV) today announced that it completed the redemption of its outstanding public warrants (the “Public Warrants”) and private placement warrants (the “Private Placement Warrants”) and, together with the Public Warrants, the “Warrants”) that remained outstanding following 5:00 p.m. New York City Time on September 1, 2023 (the “Redemption Date”) for a redemption price of \$0.10 per Warrant (the “Redemption Price”).

On August 2, 2023, Roivant issued a press release stating that, pursuant to the Warrant Agreement dated September 30, 2021 (the “Warrant Agreement”), it would redeem all of its Warrants that remained outstanding following 5:00 p.m. New York City Time on the Redemption Date at the Redemption Price. Of the 20,475,875 Public Warrants that were outstanding as of June 30, 2023, 397 were exercised for cash at an exercise price of \$11.50 per Common Share in exchange for an aggregate of 397 Common Shares and 20,061,507 were exercised on a cashless basis in exchange for an aggregate of 5,005,531 Common Shares, in each case in accordance with the terms of the Warrant Agreement, representing approximately 98% of the outstanding Public Warrants in the aggregate. In addition, all of the Private Warrants were exercised on a cashless basis in exchange for an aggregate of 2,548,621 Common Shares, in accordance with the terms of the Warrant Agreement.

In connection with the redemption, the Public Warrants ceased trading on The Nasdaq Global Market (“Nasdaq”) and were delisted, with the trading halt announced after close of market on September 1, 2023. The Common Shares continue to trade on Nasdaq under the symbol “ROIV.”

Additional information can be found on Roivant’s investor relations website at <https://investor.roivant.com/>.

About Roivant

Roivant is a commercial-stage biopharmaceutical company that aims to improve the lives of patients by accelerating the development and commercialization of medicines that matter. Today, Roivant’s pipeline is concentrated in inflammation and immunology and includes VTAMA®, a novel topical approved for the treatment of psoriasis and in development for the treatment of atopic dermatitis; batoclimab and IMVT-1402, fully human monoclonal antibodies targeting the neonatal Fc receptor (“FcRn”) in development across several IgG-mediated autoimmune indications; and RVT-3101, an anti-TL1A antibody in development for ulcerative colitis and Crohn’s disease, in addition to several other therapies in various stages of clinical development. We advance our pipeline by creating nimble subsidiaries or “Vants” to develop and commercialize our medicines and technologies. Beyond therapeutics, Roivant also incubates discovery-stage companies and health technology startups complementary to its biopharmaceutical business. For more information, visit www.roivant.com.

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