

| 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).

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Gold Daniel Allen</u> (Last) (First) (Middle) C/O ROIVANT SCIENCES LTD. 11-12 ST. JAMES'S SQUARE SUITE 1, 3RD FL (Street) LONDON X0 SW1Y 4LB (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/15/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |

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 | 09/15/2022 | | A | | 52,142 ⁽¹⁾ | A | \$0 ⁽¹⁾ | 52,142 | D | |
| Common Shares | | | | | | | | 109,761 | I | Held by Fourth Avenue Capital Partners LP ⁽²⁾ ⁽³⁾ |
| Common Shares | | | | | | | | 39,658,939 | I | Held by QVT Roiv Hldgs Offshore Ltd. ⁽³⁾⁽⁴⁾ |
| Common Shares | | | | | | | | 13,908,356 | I | Held by QVT Roiv Hldgs Onshore Ltd. ⁽³⁾⁽⁴⁾ |
| Common Shares | | | | | | | | 30,321,987 | I | Held by QVT Deferred Compensation Holdings Ltd. ⁽³⁾⁽⁵⁾ |
| Common Shares | | | | | | | | 5,616,260 | I | Held by QVT P&E Roiv Hldgs Ltd. ⁽³⁾⁽⁵⁾ |
| Common Shares | | | | | | | | 39,778,514 | I | Held by QVT Financial Investment Cayman Ltd. ⁽³⁾⁽⁶⁾ |

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 | | | | | | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$3.5 | 09/15/2022 | | A | | 71,850 | | (7) | 09/14/2032 | Common Shares | 71,850 | \$0 | 71,850 | D | |

Explanation of Responses:

- Reflects an annual award of restricted stock units with respect to Common Shares ("RSUs") granted pursuant to the Company's 2021 Equity Incentive Plan and the Company's Non-Employee Director Compensation Policy. The award of RSUs is scheduled to vest 100% on September 15, 2023, subject generally to the reporting person's continuous service through such date.
- Management of Fourth Avenue Capital Partners LP is vested in its general partner, Fourth Avenue Capital Partners GP LLC, a Delaware limited liability company ("Fourth Avenue GP"), which may be deemed to beneficially own the Roivant Sciences Ltd. Common Shares held directly by Fourth Avenue. Daniel Gold is a Managing Member of Fourth Avenue GP, sharing voting and investment control over the Common Shares held directly by Fourth Avenue and may be deemed to beneficially own such Common Shares.

3. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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.
4. QVT Financial LP, a Delaware limited partnership, is the investment manager of QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore Ltd. ("QVT Roiv"), and shares voting and investment control over the Shares held directly by QVT Roiv. QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT Financial LP. The reporting person is a Managing Member of QVT Financial GP, sharing voting and investment control over the Common Shares held directly by QVT Roiv and may be deemed to beneficially own such Common Shares.
5. The reporting person is one of two directors of QVT P&E Roiv Hldgs Ltd. ("QVT P&E") and QVT Deferred Compensation Holdings Ltd ("QVT DCH"), sharing voting and investment control over the Common Shares held directly by QVT P&E and QVT DCH.
6. The reporting person is one of three directors of QVT Financial Investment Cayman Ltd. ("QVT FIC"), sharing voting and investment control over the Common Shares held directly by QVT FIC.
7. Reflects an annual award of stock options to purchase Common Shares granted pursuant to the Company's 2021 Equity Incentive Plan and the Company's Non-Employee Director Compensation Policy. The award of stock options is scheduled to vest and become exercisable 100% on September 15, 2023, subject generally to the reporting person's continuous service through such date.

By: /s/ Jo Chen, as Attorney-in-Fact for Daniel Gold 09/19/2022

** 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.