

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>QVT Financial LP</u> <hr/> (Last) (First) (Middle) 888 SEVENTH AVENUE, 27TH FLOOR <hr/> (Street) NEW YORK NY 10106 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2021	3. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ ROIV ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by Deputization	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	109,761 <sup>(1)</sup>	I	Held by Fourth Avenue Capital Partners LP <sup>(2)(3)</sup>
Common Shares	39,658,939 <sup>(1)</sup>	I	Held by QVT Roiv Hldgs Offshore Ltd. <sup>(4)</sup>
Common Shares	13,908,356 <sup>(1)</sup>	I	Held by QVT Roiv Hldgs Onshore Ltd. <sup>(4)</sup>
Common Shares	30,321,987 <sup>(1)</sup>	I	Held by QVT Deferred Compensation Holdings Ltd. <sup>(2)</sup>
Common Shares	5,616,260 <sup>(1)</sup>	I	Held by QVT P&E Roiv Hldgs Ltd. <sup>(2)</sup>
Common Shares	39,778,514 <sup>(1)</sup>	I	Held by QVT Financial Investment Cayman Ltd. <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
QVT Financial LP  


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 (Last) (First) (Middle)  
 888 SEVENTH AVENUE, 27TH FLOOR  


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 (Street)  
 NEW YORK NY 10106  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

## QVT Financial GP LLC

(Last) (First) (Middle)

444 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

### Explanation of Responses:

1. Aggregately, QVT Financial LP ("QVT"), a Delaware limited partnership, may be deemed to be the beneficial owner of 129,393,817 common shares (the "Shares") of Roivant Sciences Ltd., consisting of the Shares owned by QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore Ltd. (together, "QVT Roiv"), Fourth Avenue Capital Partners LP ("Fourth Avenue"), QVT P&E Roiv Hldgs Ltd. ("QVT P&E"), QVT Deferred Compensation Holdings Ltd ("QVT DCH") and QVT Financial Investment Cayman Ltd. ("QVT FIC"). QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT and may be deemed to beneficially own the same number of Shares reported by QVT.
2. QVT provides certain investment advisory services for, and thereby may be deemed to beneficially own the Shares held by, Fourth Avenue, QVT P&E, QVT DCH and QVT FIC. QVT disclaims beneficial ownership of such Shares, except to the extent of any pecuniary interest therein.
3. Management of Fourth Avenue is vested in its general partner, Fourth Avenue Capital Partners GP LLC, a Delaware limited liability company, which may be deemed to beneficially own the Shares held directly by Fourth Avenue.
4. QVT is the investment manager of QVT Roiv, shares voting and investment control over the Shares held directly by QVT Roiv and therefore may be deemed to beneficially own such Shares.

### Remarks:

/s/ Meg Eisner

10/01/2021

\*\* 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 5 (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.**