

| 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*<br><u>Gline Matthew</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Roivant Sciences Ltd. [ ROIV ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <b>CEO</b> Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/20/2024</u>                |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| C/O ROIVANT SCIENCES LTD.<br>7TH FLOOR, 50 BROADWAY              |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |  |  |  |  |  |
| (Street)<br><u>LONDON X0 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                  |   |  |   |
| Common Shares                   | 09/20/2024                           |  | F                              |   | 10,945 <sup>(1)</sup>   | D          | \$11.97                | 18,303,800  | D  |   |
| Common Shares                   | 09/23/2024                           |  | M                              |   | 1,550,000   | A          | \$3.85                 | 19,853,800  | D  |   |
| Common Shares                   | 09/23/2024                           |  | S                              |   | 1,983,257 <sup>(2)</sup>  | D          | \$11.79 <sup>(3)</sup> | 17,870,543  | D  |   |
| Common Shares                   | 09/23/2024                           |  | J                              |   | 498,539 <sup>(4)</sup>  | D          | \$11.97                | 17,372,004  | 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 |
| Stock Option (Right to Buy)                | \$3.85   | 09/23/2024                           |  | M                              |   |  | 1,550,000 | <sup>(5)</sup>   | 04/19/2032      | Common Stock  | 1,550,000                                  | \$0  | 14,973,184  | D  |       |

**Explanation of Responses:**

- Represents the "net settlement" by the Issuer of RSUs previously granted to the reporting person in order to satisfy applicable tax withholding obligations in connection with the vesting and settlement of such RSUs.
- The reporting person does not expect to sell additional shares of the Issuer in the near future.
- The price reported in column 4 is a weighted average price. 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.
- Represents the "net settlement" by the Issuer of options previously granted to the reporting person in order to satisfy the exercise price applicable to such options.
- Award of stock options to purchase Common Shares with a vesting commencement date of April 20, 2022. These options vest and become exercisable (i) 25% on the first anniversary of the applicable vesting commencement date and (ii) in 36 equal monthly installments thereafter, subject generally to the reporting person's continuous service through each vesting date (unless otherwise provided in the applicable award documentation).

By: /s/ Jo Chen, as Attorney-in-Fact for Matthew Gline 09/24/2024

\*\* 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.