

**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>Gold Daniel Allen</u> <hr/> (Last) (First) (Middle) C/O ROIVANT SCIENCES LTD. 11-12 ST. JAMES'S SQUARE SUITE 1, 3RD FL <hr/> (Street) LONDON X0 SW1Y 4L <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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 <input 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	I	Held by Fourth Avenue Capital Partners LP ⁽¹⁾⁽²⁾
Common Shares	39,658,939	I	Held by QVT Roiv Hldgs Offshore Ltd. ⁽²⁾⁽³⁾
Common Shares	13,908,356	I	Held by QVT Roiv Hldgs Onshore Ltd. ⁽²⁾⁽³⁾
Common Shares	30,321,987	I	Held by QVT Deferred Compensation Holdings Ltd. ⁽²⁾⁽⁴⁾
Common Shares	5,616,260	I	Held by QVT P&E Roiv Hldgs Ltd. ⁽²⁾⁽⁴⁾
Common Shares	39,778,514	I	Held by QVT Financial Investment Cayman Ltd. ⁽²⁾⁽⁵⁾

**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			

Explanation of Responses:

- 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 ("Shares") held directly by Fourth Avenue. Daniel Gold is a Managing Member of Fourth Avenue GP, sharing voting and investment control over the Shares held directly by Fourth Avenue and may be deemed to beneficially own such Shares.
- Daniel Gold disclaims any beneficial ownership in the Shares described herein, other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- 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. Daniel Gold is a Managing Member of QVT Financial GP, sharing voting and investment control over the Shares held directly by QVT Roiv and may be deemed to beneficially own such Shares.
- Daniel Gold 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 Shares held directly by QVT P&E and QVT DCH.
- Daniel Gold is one of three directors of QVT Financial Investment Cayman Ltd. ("QVT FIC"), sharing voting and investment control over the Shares held directly by QVT FIC.

Remarks:

Exhibit 24 - Power of Attorney

By: /s/ Jo Chen, as

10/01/2021

Attorney-in-Fact for

Daniel Gold

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Matthew Gline, Rakhi Kumar and Jo Chen as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder of Roivant Sciences Ltd (the "**Company**"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of September, 2021.

Signature: /s/ Daniel Gold
Name: Daniel Gold