

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>VIKING GLOBAL INVESTORS LP</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ ROIV ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2023</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	06/22/2023		S		110,756	D	\$9.9	641,010	I	See Explanation of Responses <sup>(1)</sup> <small>(2)(3)(7)</small>
Common Shares	06/22/2023		S		5,427,043	D	\$9.9	31,409,512	I	See Explanation of Responses <sup>(1)</sup> <small>(2)(4)(7)</small>
Common Shares	06/22/2023		S		5,236,006	D	\$9.9	30,303,871	I	See Explanation of Responses <sup>(1)</sup> <small>(2)(5)(7)</small>
Common Shares	06/22/2023		S		2,226,195	D	\$9.9	12,884,307	I	See Explanation of Responses <sup>(1)</sup> <small>(2)(6)(7)</small>

**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					

1. Name and Address of Reporting Person* <u>VIKING GLOBAL INVESTORS LP</u>  (Last) (First) (Middle) <u>55 RAILROAD AVENUE</u>  (Street) <u>GREENWICH CT 06830</u>
--

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Ott David C.](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HALVORSEN OLE ANDREAS](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Shabet Rose Sharon](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Opportunities Illiquid Investments Sub-Master LP](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Opportunities GP LLC](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Viking Global Opportunities Portfolio GP LLC](#)

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Viking Global Opportunities Parent GP LLC

(Last) (First) (Middle)  
55 RAILROAD AVENUE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP"), and Viking Global Opportunities Parent GP LLC ("Parent"), which is the sole member of Viking Global Opportunities GP LLC ("Opportunities GP"), which is the sole member of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds and vehicles, including Viking Global Equities Master Ltd. ("VGEM"), Viking Global Equities II LP ("VGEII"), Viking Long Fund Master Ltd. ("VLFM"), and Viking Global Opportunities Illiquid Investments Sub-Master LP ("Opportunities Fund").
2. VGI, VGP, VLFGP, Parent, Opportunities GP, Opportunities Portfolio GP, Opportunities Fund, VGEM, VGEII, VLFM, Mr. Halvorsen, Mr. Ott and Ms. Shabet are, collectively, the "Reporting Persons". Because of the relationship between VGI and each of VGEM, VGEII, VLFM and Opportunities Fund, VGI may be deemed to beneficially own the shares held directly by VGEM, VGEII, VLFM and Opportunities Fund. Each of VGI, Mr. Halvorsen, Mr. Ott and Ms. Shabet may be deemed to beneficially own all of the securities reported on this form.
3. These shares are held directly by VGEII. VGP is the general partner of VGEII. Because of the relationship between VGP and VGEII, VGP may be deemed to beneficially own the shares held directly by VGEII.
4. These shares are held directly by VGEM. VGP provides managerial services to VGEM. Because of the relationship between VGP and VGEM, VGP may be deemed to beneficially own the shares held directly by VGEM.
5. These shares are held directly by Opportunities Fund. Opportunities Portfolio GP is the general partner of Opportunities Fund. Opportunities GP is the sole member of Opportunities Portfolio GP. Parent is the sole member of Opportunities GP. Because of the relationship between each of Opportunities Portfolio GP, Opportunities GP, Parent and Opportunities Fund, each of Opportunities Portfolio GP, Opportunities GP and Parent may be deemed to beneficially own the shares held directly by Opportunities Fund.
6. These shares are held directly by VLFM. VLFGP provides managerial services to VLFM. Because of the relationship between VLFGP and VLFM, VLFGP may be deemed to beneficially own the shares held directly by VLFM.
7. The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

**Remarks:**

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. Because no more than 10 reporting persons can file any one Form 4 through the SEC's EDGAR system, VGP, VGEII, VGEM, VLFGP and VLFM have jointly filed with the other Reporting Persons on a separate Form 4 filing submitted on the same day hereof. (9) Scott M. Hendler is signing on behalf of Mr. Halvorsen, Mr. Ott and Ms. Shabet, each individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES PARENT GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES GP LLC, VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC, and VIKING GLOBAL OPPORTUNITIES ILLIQUID INVESTMENTS SUB-MASTER LP, pursuant to authorization and designation letters dated February 9, 2021, which were filed with the Securities and Exchange Commission on June 7, 2021.

/s/ Scott M. Hendler signing  
on behalf of O. Andreas Halvorsen (8)(9) 06/26/2023

/s/ Scott M. Hendler signing  
on behalf of David C. Ott (8)(9) 06/26/2023

/s/ Scott M. Hendler signing  
on behalf of Rose S. Shabet (8)(9) 06/26/2023

\*\* 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.