

| 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).

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Venker Eric</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Roivant Sciences Ltd. [ ROIV ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) <b>X</b> Other (specify below) _____<br><b>Chief Operating Officer</b>   |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/31/2023</b>                |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><b>X</b> 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)                             |  |  | Rule 10b5-1(c) Transaction Indication<br><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. |  |  |
| (Street)   | (City)  | (State)  | (Zip)  |  |  |  |  |  |
| LONDON   | X0      | SW1H 0DB |  |  |  |  |  |  |

**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                   | 07/31/2023                           |  | M                              |   | 117,372   | A          | \$3.85                 | 745,290   | D  |   |
| Common Shares                   | 07/31/2023                           |  | S                              |   | 117,372   | D          | \$11.91 <sup>(1)</sup> | 627,918   | D  |   |
| Common Shares                   | 08/01/2023                           |  | M                              |   | 61,397  | A          | \$3.85                 | 689,315   | D  |   |
| Common Shares                   | 08/01/2023                           |  | S                              |   | 61,397  | D          | \$11.92 <sup>(1)</sup> | 627,918   | D  |   |
| Common Shares                   | 08/02/2023                           |  | M                              |   | 16,397  | A          | \$3.85                 | 644,315   | D  |   |
| Common Shares                   | 08/02/2023                           |  | S                              |   | 16,397  | D          | \$11.86 <sup>(1)</sup> | 627,918   | 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   | 07/31/2023                           |  | M                              |   |  | 117,372 | (2)  | 04/19/2032      | Common Shares   | 117,372                                    | \$0  | 14,705,812  | D  |       |
| Stock Option (Right to Buy)                | \$3.85   | 08/01/2023                           |  | M                              |   |  | 61,397  | (2)  | 04/19/2032      | Common Shares   | 61,397                                     | \$0  | 14,644,415  | D  |       |
| Stock Option (Right to Buy)                | \$3.85   | 08/02/2023                           |  | M                              |   |  | 16,397  | (2)  | 04/19/2032      | Common Shares   | 16,397                                     | \$0  | 14,628,018  | D  |       |

**Explanation of Responses:**

- 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 set forth in this footnote (1) to this Form 4. These sales were effected by the reporting person pursuant to a Rule 10b5-1 trading plan adopted on February 25, 2023.
- 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 Eric Venker 08/02/2023

\*\* 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.