

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 28, 2022

Roivant Sciences Ltd.
(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction
of Incorporation)

001-40782
(Commission
File Number)

98-1173944
(I.R.S. Employer
Identification No.)

**Suite 1, 3rd Floor
11-12 St. James's Square
London SW1Y 4LB
United Kingdom**
(Address of Principal Executive Offices, and Zip Code)

+44 207 400 3347
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.000000341740141 per share	ROIV	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one Common Share at an exercise price of \$11.50 per share	ROIVW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On February 28, 2022, Roivant Sciences Ltd.'s subsidiary, Genevant Sciences ("Genevant"), issued a press release announcing that Genevant and its licensor, Arbutus Biopharma Corporation, filed a lawsuit in the U.S. District Court for the District of Delaware against Moderna, Inc. and an affiliate (collectively, "Moderna") seeking damages for infringement of U.S. Patent Nos. 8,058,069, 8,492,359, 8,822,668, 9,364,435, 9,504,651, and 11,141,378 in the manufacture and sale of mRNA-1273, Moderna's vaccine for COVID-19.

Information in this Item 7.01 to this Current Report on Form 8-K, and in Exhibit 99.1 furnished herewith, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Genevant Sciences Press Release, dated February 28, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROIVANT SCIENCES LTD.

By: /s/ Matt Maisak
Name: Matt Maisak
Title: Authorized Signatory

Dated: February 28, 2022



Genevant Sciences and Arbutus Biopharma File Patent Infringement Lawsuit Against Moderna

- Conference call today at 8:00am ET

VANCOUVER, BRITISH COLUMBIA, CAMBRIDGE, MASSACHUSETTS, AND BASEL, SWITZERLAND, February 28, 2022 – Genevant Sciences, a leading nucleic acid delivery company, and Arbutus Biopharma Corporation (Nasdaq: ABUS) today filed a lawsuit in the U.S. District Court for the District of Delaware against Moderna, Inc. (Nasdaq: MRNA) and an affiliate seeking damages for infringement of U.S. Patent Nos. 8,058,069, 8,492,359, 8,822,668, 9,364,435, 9,504,651, and 11,141,378 in the manufacture and sale of mRNA-1273, Moderna’s vaccine for COVID-19. The patents relate to nucleic acid-lipid particles and lipid vesicles, as well as compositions and methods for their use. The filed complaint is available at <https://investor.roivant.com/news-events/events>.

Genevant and Arbutus **do not seek an injunction or otherwise to impede the sale, manufacture or distribution of mRNA-1273**. Genevant is collaborating with various companies and nonprofits to develop vaccines against COVID-19 in territories around the world, including low- and middle-income countries, with the goal of eradicating COVID-19.

It is well established in the scientific literature that the most significant technological hurdle to developing and deploying medicines using mRNA is engineering a safe and effective way to deliver the mRNA to human cells. Scientists at Arbutus and Genevant have spent years developing and refining lipid nanoparticle (LNP) delivery technology, which has been licensed for various applications to many different third parties. Genevant and Arbutus’s LNP technology relies on microscopic particles built from four carefully selected types of fat-like molecules to shelter and protect RNA molecules. With this technology, the RNA can travel through the human body to a target cell and through the target cell’s membrane before releasing the RNA. Without this crucial delivery technology, the RNA would quickly degrade in the body and be ineffective.

In December 2021, the United States Court of Appeals for the Federal Circuit rejected Moderna’s appeal of a prior decision of the U.S. Patent Trial and Appeal Board holding all claims of the asserted ’069 patent to be patentable and dismissed Moderna’s appeal challenging a similar finding of patentability with respect to certain claims of the asserted ’435 patent. Moderna had initiated inter partes review (IPR) challenges against these patents in 2018 and 2019.

Genevant will participate in a live conference call and webcast today at 8:00 a.m. ET hosted by Roivant Sciences (Nasdaq: ROIV), Genevant’s principal shareholder. To access the live conference call, please dial +1 (844) 224-1923 (domestic) or +1 (214) 989-7105 (international) and use conference ID 1379815. A link to the webcast will be available under “Events & Presentations” in the Investors section of the Roivant website at <https://investor.roivant.com/news-events/events>. The archived webcast will be available on Roivant’s website after the conference call.

About Genevant Sciences

Genevant Sciences is a leading nucleic acid delivery company with world-class platforms, a robust and expansive lipid nanoparticle (LNP) patent estate, and decades of experience and expertise in nucleic acid drug delivery and development. The Company’s scientists have pioneered LNP delivery of nucleic acids for over 20 years, and the Company’s LNP platform, which has been studied across more than a dozen discrete product candidates and is the delivery technology behind the first and only approved systemic RNA-LNP product (patisiran), enables a wide array of RNA-based applications, including vaccines, therapeutic protein production, and gene editing. For more information, please visit www.genevant.com.

Genevant Contact:

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