

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 1, 2023

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.)

7th Floor
50 Broadway
London SW1H 0DB
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))

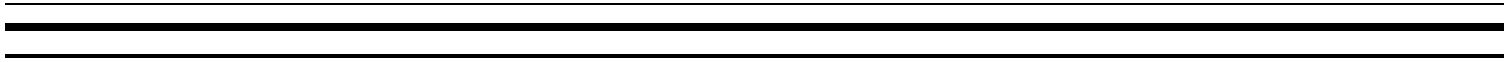
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.0000000341740141 par value per share	ROIV	NASDAQ
Redeemable warrants, each whole warrant exercisable for one Common Share	ROIVW	NASDAQ

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 Sec.230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR Sec.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 2.02. Results of Operations and Financial Condition.

On February 1, 2023, Roivant Sciences Ltd. (the “Company”) provided an update on its financial results for the third quarter ended December 31, 2022. The Company announced that based on information as of February 1, 2023, it expects to report cash, cash equivalents and restricted cash as of December 31, 2022 of approximately \$1.5 billion. Giving effect to \$115 million in expected proceeds from the planned sale of the Myovant top-up shares to Sumitomo Pharma (the “Myovant Proceeds”), in connection with the announced acquisition of Myovant by Sumitomo Pharma (the “Myovant Transaction”), its cash, cash equivalents and restricted cash would have been approximately \$1.7 billion. The Myovant Transaction is expected to close in the quarter ending March 31, 2023, subject to customary closing conditions. In addition, for the third quarter ended December 31, 2022, the Company expects to report between \$9.0 million and \$9.5 million in net product revenues from VTAMA.

This information is preliminary and unaudited and reflects the Company’s estimated financial results. In preparing this information, management made a number of complex and subjective judgments and estimates about the appropriateness of certain reported amounts and disclosures. The Company’s actual financial results for the third quarter ended December 31, 2022 have not yet been finalized by management or reviewed by the Company’s independent auditors, Ernst & Young LLP. The foregoing financial results are not a comprehensive statement of all financial results for the third quarter ended December 31, 2022. Subsequent information or events may lead to material differences between the foregoing preliminary financial results and those reported in the Company’s subsequent SEC filings. Accordingly, investors should not place undue reliance on these preliminary financial results.

The information contained in this Item 2.02 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 it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

104	Cover Page Interactive Data File (embedded with Inline XBRL document)
-----	---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 1, 2023
