

**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>Sukhatme Mayukh</u> <hr/> (Last) (First) (Middle) C/O ROIVANT SCIENCES LTD. 7TH FLOOR, 50 BROADWAY <hr/> (Street) LONDON X0 SW1H 0DB <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Roivant Sciences Ltd. [ ROIV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres&amp;Chief Investment Officer</u>
3. Date of Earliest Transaction (Month/Day/Year) <u>07/26/2024</u>		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
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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	07/26/2024		A		1,836,547 <sup>(1)</sup>	A	\$0	5,488,532	D	
Common Shares	07/26/2024		A		17,000,000 <sup>(2)(3)</sup>	A	\$0	22,488,532	D	
Common Shares								1,657,698 <sup>(4)</sup>	I	By LLC

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects an award of restricted stock units with respect to Common Shares ("RSUs"), with a vesting commencement date of March 31, 2025, which service-vest (i) 20% on the first anniversary of the vesting commencement date and (ii) in 16 successive equal quarterly installments thereafter, subject to the reporting person's continuous service through the applicable vesting date.
- Reflects an award of performance restricted stock units with respect to Common Shares ("PSUs") across six share price hurdle tranches, as follows: \$15.00 (14.71% of PSUs); \$17.50 (7.35% of PSUs); \$20.00 (8.82% of PSUs); \$22.50 (11.77% of PSUs); \$25.00 (22.06% of PSUs); and \$30.00 (35.29% of PSUs). The PSUs will vest tranche-by-tranche on the first date that both the performance condition and the service condition with respect to the applicable tranche of the PSUs has been satisfied. The performance condition will be deemed satisfied for each tranche of PSUs on the first date, during the performance period ending on the five-year anniversary of the grant date, when the Company's trailing 30-day volume weighted average trading price per share exceeds the share price hurdle applicable to such tranche (as specified above).
- The service condition will be deemed satisfied for each tranche of PSUs on the first anniversary of the date on which the performance condition is first satisfied with respect to such tranche, subject to the reporting person's continuous service through such anniversary. In addition, following the satisfaction of the performance condition and service condition and the vesting of any tranche of the PSUs, the common shares underlying the applicable vested tranche of PSUs are subject to a further two-year holding period before such common shares may be sold.
- Reflects common shares held by a limited liability company (the "LLC") that is owned by a family trust (the "Trust"). The reporting person has investment control over both the LLC and the Trust. The reporting person disclaims beneficial ownership of the reported securities held by the LLC except to the extent of his pecuniary interest therein.

By: /s/ Jo Chen, as Attorney-in-Fact for Mayukh Sukhatme 07/30/2024

\*\* 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.