

PROSPECTUS SUPPLEMENT
(to Prospectus dated November 9, 2021)



595,134,445 Common Shares
30,750,261 Common Shares Issuable Upon Exercise of Warrants
10,214,365 Private Placement Warrants to Purchase Common Shares

This prospectus supplement supplements the prospectus dated November 9, 2021 (the “Prospectus”), which forms a part of our registration statement on Form S-1 (No. 333-260619). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our current report on Form 8-K, filed with the Securities and Exchange Commission on May 24, 2022 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

This prospectus supplement relates to the issuance by us of up to (i) 20,535,896 common shares, \$0.000000341740141 par value per share (the “Common Shares”), that are issuable by us upon the exercise of the outstanding public warrants (the “Public Warrants”), which were previously registered, and (ii) 10,214,365 Common Shares that are issuable by us upon the exercise of the private warrants (the “Private Placement Warrants” and, collectively with the Public Warrants, the “Warrants”) originally issued in a private placement.

This prospectus supplement also relates to the potential offer and sale from time to time by the securityholders named in the Prospectus or their permitted transferees (the “Holders”) of (i) up to 595,134,445 of our Common Shares, consisting of (x) 22,000,000 Common Shares issued in the PIPE Financing (as defined herein), (y) up to 10,214,365 Common Shares issuable upon exercise of the Private Placement Warrants and (z) 562,920,080 issued and outstanding Common Shares held by certain Holders (including Common Shares underlying vested restricted share awards), and (ii) the Private Placement Warrants. We will not receive any proceeds from the sale of Common Shares or Private Placement Warrants by the Holders pursuant to the Prospectus.

Our Common Shares and Public Warrants are listed on The Nasdaq Global Market under the symbols “ROIV” and “ROIVW,” respectively. On May 23, 2022, the last reported sale price of our Common Shares was \$3.65 per Common Share and the last reported sale price of our Warrants was \$0.39 per Warrant.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

We are an “emerging growth company” under federal securities laws and are subject to reduced public company reporting requirements. Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading “Risk Factors” beginning on page 6 of the Prospectus, and under similar headings in any amendment or supplements to the Prospectus, including this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 24, 2022.

**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): May 24, 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 2.02. Results of Operations and Financial Condition.

On May 24, 2022, Roivant Sciences Ltd. (“Roivant” or the “Company”) held an investor call in relation to the approval by the U.S. Food and Drug Administration (“FDA”) of VTAMA® (tapinarof) cream, 1%, an aryl hydrocarbon receptor agonist, indicated for the topical treatment of plaque psoriasis in adults.

The presentation used in connection with the investor call is available on Roivant’s investor relations webpage, accessible at <https://investor.roivant.com/>. The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this Current Report on Form 8-K.

The presentation includes certain preliminary financial information for the fiscal year ended March 31, 2022. Specifically, the presentation discloses that Roivant’s consolidated cash and cash equivalents balance as of March 31, 2022 was approximately \$2.1 billion.

The information in this Item 2.02 is unaudited and preliminary and does not present all information necessary for an understanding of the Company’s results of operations for the fiscal year ended March 31, 2022. The audit of the Company’s financial statements for the fiscal year ended March 31, 2022 is ongoing and could result in changes to the information in this Item 2.02.

Item 7.01. Regulation FD Disclosure.

The disclosure in Item 2.02 above is hereby incorporated by reference into this Item 7.01.

On May 24, 2022, Roivant’s subsidiary, Dermavant Sciences, issued a press release announcing the FDA approval of VTAMA® (tapinarof) cream, 1%, an aryl hydrocarbon receptor agonist, indicated for the topical treatment of plaque psoriasis in adults. A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Items 2.02 and 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated May 24, 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: May 24, 2022