

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

| OMB APPROVAL | |
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|---|--|--|--|
| 1. Name and Address of Reporting Person* <u>Roivant Sciences Ltd.</u> (Last) (First) (Middle) SUITE 1, 3RD FLOOR 11-12 ST. JAMES'S SQUARE (Street) LONDON X0 SW1Y 4LB (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Urovant Sciences Ltd. [UROV]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/17/2019 | | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |

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, par value \$0.000037453 per share | 06/17/2019 | | P | | 6,541 ⁽¹⁾ | A | \$8.5346 ⁽²⁾ | 22,848,350 | D | |
| Common Shares, par value \$0.000037453 per share | 06/18/2019 | | P | | 6,706 ⁽¹⁾ | A | \$8.2107 ⁽³⁾ | 22,855,056 | D | |
| Common Shares, par value \$0.000037453 per share | 06/19/2019 | | P | | 4,957 ⁽¹⁾ | A | \$8.1693 ⁽⁴⁾ | 22,860,013 | 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 | | | | | |

Explanation of Responses:

- The transaction was a series of open market purchases made by Roivant Sciences Ltd. ("Roivant") under a trading plan established by Roivant pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance with the safe harbor of Rule 10b-18 under the Exchange Act.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$8.11 to \$8.70, inclusive. The reporting person undertakes to provide to Urovant Sciences Ltd. ("Urovant"), any security holder of Urovant, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$8.09 to \$8.29, inclusive. The reporting person undertakes to provide to Urovant, any security holder of Urovant, or the staff of the SEC, upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$8.00 to \$8.27, inclusive. The reporting person undertakes to provide to Urovant, any security holder of Urovant, or the staff of the SEC, upon request, full information regarding the number of Common Shares purchased at each separate price within the range set forth in this footnote (4) to this Form 4.

/s/ Marianne Romeo Dinsmore, 06/19/2019
as Authorized Signatory

** 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.