

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MANCHESTER KEITH S</u>  (Last) (First) (Middle) <u>C/O ROIVANT SCIENCES LTD.</u> <u>11-12 ST. JAMES'S SQUARE SUITE 1, 3RD FL</u>  (Street) <u>LONDON X0 SW1Y 4LB</u>  (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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/15/2022		A		52,142 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	52,142	D	
Common Shares								13,908,356	I	Held by QVT Roiv Hldgs Onshore Ltd. <sup>(2)</sup>
Common Shares								30,321,987	I	Held by QVT Deferred Compensation Holdings Ltd. <sup>(2)</sup>
Common Shares								5,616,260	I	Held by QVT P&E Roiv Hldgs Ltd. <sup>(2)</sup>
Common Shares								39,778,514	I	Held by QVT Financial Investment Cayman Ltd. <sup>(2)</sup>

**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						Title
Stock Option (Right to Buy)	\$3.5	09/15/2022		A		71,850		<sup>(3)</sup>	09/14/2032	Common Shares	71,850	\$0	71,850	D	

**Explanation of Responses:**

- Reflects an annual award of restricted stock units with respect to Common Shares ("RSUs") granted pursuant to the Company's 2021 Equity Incentive Plan and the Company's Non-Employee Director Compensation Policy. The award of RSUs is scheduled to vest 100% on September 15, 2023, subject generally to the reporting person's continuous service through such date.
- The reporting person is a shareholder of each of QVT Roiv Hldgs Onshore Ltd., QVT Deferred Compensation Holdings Ltd., QVT P&E Roiv Hldgs Ltd. and QVT Financial Investment Cayman Ltd. (the "QVT Entities") but does not have any voting or investment control over the QVT Entities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these Common Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Common Shares for purposes of Section 16 or for any other purpose.
- Reflects an annual award of stock options to purchase Common Shares granted pursuant to the Company's 2021 Equity Incentive Plan and the Company's Non-Employee Director Compensation Policy. The award of stock options is scheduled to vest and become exercisable 100% on September 15, 2023, subject generally to the reporting person's continuous service through such date.

By: /s/ Jo Chen, as Attorney-in-Fact for Keith Manchester 09/19/2022

\*\* 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.

