

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): September 12, 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, \$0.000000341740141 per share	ROIV	The Nasdaq Global Market

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 5.07. Submission of Matters to a Vote of Security Holders.**

On September 12, 2023, the Company held its 2023 Annual General Meeting of Shareholders. At that meeting, the shareholders considered and acted upon two proposals as described in more detail in the Company's Proxy Statement. Of 768,357,739 common shares outstanding and entitled to vote as of the close of business on the record date for the meeting, Monday, July 17, 2023, the holders of record of 710,264,272 common shares were present at the meeting either in person or by proxy. All proposals on the agenda were approved by the shareholders. Below are the final voting results.

- (1) Shareholders elected the individuals named below to serve as Class II directors of the Company, to hold office until the date of the annual general meeting of shareholders following the fiscal year ending March 31, 2026, and until their successors are duly elected and qualified, or until such director's earlier death, resignation or removal. Election of each director required approval by a plurality of the votes cast.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Daniel Gold	480,335,783	189,651,604	40,276,885
Meghan FitzGerald, DrPH	668,955,006	1,032,381	40,276,885

- (2) Shareholders ratified the appointment of Ernst & Young LLP ("EY") to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2024, and to appoint EY as the Company's auditor for statutory purposes under the Bermuda Companies Act 1981, as amended, for the fiscal year ending March 31, 2024. Ratification required a simple majority of the votes cast.

<b>For</b>	709,944,901
<b>Against</b>	65,948
<b>Abstain</b>	253,423

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
104	Cover Page Interactive Data File (embedded with 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: September 15, 2023

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