

OMB APPROVAL	
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**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>QVT Financial LP</u>  (Last) (First) (Middle) 888 SEVENTH AVENUE, 43RD FLOOR  (Street) NEW YORK NY 10106  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by Deputization
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2022	
	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 <input type="checkbox"/> 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	11/09/2022		J		1,196,200	D	(1)	38,582,314	I <sup>(2)</sup>	Held by QVT Financial Investment Cayman Ltd. <sup>(3)</sup>
Common Shares	11/10/2022		s		1,092,355	D	\$4.75	37,489,959	I <sup>(2)</sup>	Held by QVT Financial Investment Cayman Ltd. <sup>(3)</sup>
Common Shares	11/10/2022		s		1,733,577	D	\$4.75	37,925,362	I <sup>(2)</sup>	Held by QVT Roiv Hldgs Offshore Ltd. <sup>(4)</sup>
Common Shares	11/10/2022		s		372,427	D	\$4.75	13,535,929	I <sup>(2)</sup>	Held by QVT Roiv Hldgs Onshore Ltd. <sup>(4)</sup>
Common Shares	11/10/2022		s		2,311,643	D	\$4.75	28,010,344	I <sup>(2)</sup>	Held by QVT Deferred Compensation Holdings Ltd. <sup>(3)</sup>
Common Shares	11/10/2022		s		146,079	D	\$4.75	5,470,181	I <sup>(2)</sup>	Held by QVT P&E Roiv Hldgs Ltd. <sup>(3)</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					

**Explanation of Responses:**

- Shares were distributed in-kind to certain shareholders of QVT FIC (as defined below) who subsequently gifted the shares to charitable foundations, each of which is subject to a lock-up.
- Aggregately, following the transactions described above, QVT Financial LP ("QVT"), a Delaware limited partnership, may be deemed to be the beneficial owner of 122,541,536 common shares (the "Shares") of Roivant Sciences Ltd., consisting of the Shares owned by QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore Ltd. (together, "QVT Roiv"), Fourth Avenue Capital Partners LP ("Fourth Avenue"), QVT P&E Roiv Hldgs Ltd. ("QVT P&E"), QVT Deferred Compensation Holdings Ltd ("QVT DCH") and QVT Financial Investment Cayman Ltd. ("QVT FIC"). QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT and may be deemed to beneficially own the same number of Shares reported by QVT.
- QVT provides certain investment advisory services for, and thereby may be deemed to beneficially own the Shares held by, Fourth Avenue, QVT P&E, QVT DCH and QVT FIC. QVT disclaims beneficial ownership of such Shares, except to the extent of any pecuniary interest therein, and the inclusion of these Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or for any other purpose.

4. QVT is the investment manager of QVT Roiv, shares voting and investment control over the Shares held directly by QVT Roiv and therefore may be deemed to beneficially own such Shares. QVT disclaims beneficial ownership of such Shares, except to the extent of any pecuniary interest therein, and the inclusion of these Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or for any other purpose.

**Remarks:**

/s/ Meg Eisner

11/14/2022

\*\* 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.**