

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): December 14, 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, \$0.0000000341740141 per share	ROIV	The Nasdaq Global Select 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 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed on a Current Report on Form 8-K filed by Roivant Sciences Ltd. (the “Company”) with the Securities and Exchange Commission on October 23, 2023, the Company entered into a Stock Purchase Agreement, dated as of October 22, 2023 (the “Purchase Agreement”), by and among the Company, the Company’s subsidiary Telavant Holdings, Inc. (“Telavant”), Pfizer Inc. and Roche Holdings, Inc. (the “Buyer”), pursuant to which the Buyer agreed to acquire all of the issued and outstanding shares of capital stock of Telavant (the “Transaction”).

On December 14, 2023, pursuant to the Purchase Agreement, the Buyer completed the Transaction for total consideration of approximately \$7.1 billion in cash at the closing of the Transaction (the “Closing”), paid or to be paid to all of Telavant’s equity holders, including holders of restricted stock units, on a pro rata basis relative to their ownership of Telavant prior to the Closing. Prior to the Closing, the Company owned 75% of the issued and outstanding shares of common stock and preferred stock of Telavant on an as-converted basis. An additional milestone payment of \$150 million in cash is payable upon the initiation of a Phase 3 trial in ulcerative colitis, as described in more detail in the Purchase Agreement.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, which is filed as Exhibit 2.1 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 13, 2023.

Item 8.01. Other Events.

On December 14, 2023, the Company issued a press release announcing the completion of the Transaction. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(b) The pro forma financial information required by this subsection will be filed by an amendment to this Current Report within 4 business days of December 14, 2023.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release dated December 14, 2023
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: December 14, 2023

Roche Completes Acquisition of Telavant from Roivant, Including Rights to Novel TL1A Directed Antibody (RVT-3101) for the Treatment of Inflammatory Bowel Disease

BASEL, Switzerland and LONDON and NEW YORK, December 14, 2023 (GLOBE NEWSWIRE) -- Roivant (Nasdaq: ROIV) announced today the completion of the previously announced acquisition by Roche (SIX: RO, ROG; OTCQX: RHHBY) of Telavant, for an upfront payment of approximately \$7.1 billion. Telavant holds the rights in the US and Japan to RVT-3101, a promising new therapy in development for people suffering from inflammatory bowel disease, including ulcerative colitis and Crohn's disease. Prior to the closing of the transaction, Roivant owned 75% of the issued and outstanding shares of common stock and preferred stock of Telavant, on an as-converted basis. An additional payment of \$150 million in cash is payable upon the completion of a near-term milestone.

"We are pleased to announce the timely completion of the Telavant acquisition, and I am deeply grateful to everyone at Roivant and Telavant who worked tirelessly to develop RVT-3101, prepare for Phase 3, and execute this transaction. We look forward to seeing Roche continue the rapid development of RVT-3101 across multiple indications and ultimately transform the lives of patients with inflammatory and fibrotic diseases," said Mayukh Sukhatme, M.D., President and Chief Investment Officer at Roivant. "This transaction enables us to continue doing what we do best, at even greater scale: work creatively side by side with our partners on programs that could generate significant impact for patients in areas of high unmet need."

Additional information on the transaction can be found in the transaction [announcement](#).

Freshfields Bruckhaus Deringer LLP acted as legal counsel to Roivant.

About Roivant

Roivant (Nasdaq: ROIV) is a commercial-stage biopharmaceutical company that aims to improve the lives of patients by accelerating the development and commercialization of medicines that matter. Today, Roivant's pipeline includes VTAMA®, a novel topical approved for the treatment of psoriasis and in development for the treatment of atopic dermatitis; batoclimab and IMVT-1402, fully human monoclonal antibodies targeting the neonatal Fc receptor ("FcRn") in development across several IgG-mediated autoimmune indications; brepocitinib, a novel TYK2/JAK1 inhibitor in late stage development for dermatomyositis and other autoimmune conditions, in addition to other clinical stage molecules. We advance our pipeline by creating nimble subsidiaries or "Vants" to develop and commercialize our medicines and technologies. Beyond therapeutics, Roivant also incubates discovery-stage companies and health technology startups complementary to its biopharmaceutical business. For more information, visit www.roivant.com.

Roivant Forward-Looking Statements

This press release contains forward-looking statements. Statements in this press release may include statements that are not historical facts and are considered forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are usually identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and variations of such words or similar expressions. The words may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act.

Our forward-looking statements include, but are not limited to, statements regarding our or our management team's expectations, hopes, beliefs, intentions or strategies regarding the future, and statements that are not historical facts, including statements about the clinical and therapeutic potential of our products and product candidates, the availability and success of topline results from our ongoing clinical trials and any commercial potential of our products and product candidates. In addition, any statements that refer to projections, forecasts or other characterizations of future events, results or circumstances, including any underlying assumptions, are forward-looking statements. Actual results may differ materially from those contemplated in these statements due to a variety of risks, uncertainties and other factors, including (i) the possibility that the transaction may involve unexpected costs or liabilities, (ii) the risk that disruptions from the transaction will harm relationships with employees, customers and suppliers and other business partners or (iii) the risk that the achievement of the specified milestone described in the definitive agreement for the transaction may take longer to achieve than expected or may never be achieved and the resulting contingent milestone payment may never be realized.

Although we believe that our plans, intentions, expectations and strategies as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a number of risks, uncertainties and assumptions, including, but not limited to, those risks set forth in the Risk Factors section of our filings with the U.S. Securities and Exchange Commission. Moreover, we operate in a very competitive and rapidly changing environment in which new risks emerge from time to time. These forward-looking statements are based upon the current expectations and beliefs of our management as of the date of this press release, and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Except as required by applicable law, we assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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