## SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

## 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

1. Name and Address of Reporting Person* <u>Roivant Sciences Ltd.</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Myovant Sciences Ltd.</u> [ MYOV ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				
(Last) SUITE 1, 3RI		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2019	Officer (give title Other (specify below) below)				
11-12 ST. JAMES'S SQUARE			- 4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X Form filed by One Reporting Person				
LONDON	X0	SW1Y 4LB	_	Form filed by More than One Reporting Person				
(City)	(State)	(Zip)						

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Benorted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
11/20/2019		Р		121,906 <sup>(1)</sup>	Α	\$12.9 <sup>(2)</sup>	40,887,505	D			
11/21/2019		Р		103,613(1)	A	\$11.8 <sup>(3)</sup>	40,991,118	D			
11/21/2019		Р		18,293(1)	Α	<b>\$</b> 12.38 <sup>(4)</sup>	41,009,411	D			
	2. Transaction Date (Month/Day/Year) 11/20/2019 11/21/2019	2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)11/20/201911/21/201911/21/2019	2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transac Code ( 8)11/20/2019P11/21/2019P	2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code (Instr. 8)11/20/2019CodeV11/21/2019PP11/21/2019PP	2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 8)   4. Securities A Disposed Of (Instr. 8)     11/20/2019   Code   V   Amount     11/21/2019   P   121,906 <sup>(1)</sup> 11/21/2019   P   103,613 <sup>(1)</sup>	$ \begin{array}{c} \text{2. Transaction} \\ \text{Date} \\ (\text{Month/Day/Year}) \end{array} & \begin{array}{c} \text{2A. Deemed} \\ \text{Execution Date,} \\ \text{if any} \\ (\text{Month/Day/Year}) \end{array} & \begin{array}{c} \text{3.} \\ \text{Transaction} \\ \text{Code} \\ \text{V} \end{array} & \begin{array}{c} \text{4. Securities Acquired} \\ \text{Disposed Of (D) (Instr. B)} \end{array} \\ \hline \\ \text{Code} \\ \text{V} \end{array} & \begin{array}{c} \text{Amount} \\ \text{Mount} \\ \text{(D)} \end{array} \\ \hline \\ 11/20/2019 \end{array} & \begin{array}{c} \text{P} \\ 11/21/2019 \end{array} & \begin{array}{c} \text{P} \\ 103,613^{(1)} \end{array} & \begin{array}{c} \text{A} \\ \text{A} \end{array} \\ \hline \\ \text{A} \end{array} $	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	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)     11/20/2019   P   121,906 <sup>(1)</sup> A   \$12.9 <sup>(2)</sup> 40,887,505     11/21/2019   P   103,613 <sup>(1)</sup> A   \$11.8 <sup>(3)</sup> 40,991,118	$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cais, warants, 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. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) (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	Amount or Number of Shares				

Explanation of Responses:

1. The transaction was a series of open market purchases made in accordance with the safe harbor of Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

2. The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$12.48 to \$13.28, inclusive. The reporting person undertakes to provide to Myovant Sciences Ltd. ("Myovant"), any security holder of Myovant, or the staff of the Securities and Exchange Commission, 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

3. The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$11.31 to \$12.30, inclusive. The reporting person undertakes to provide to Myovant, any security holder of Myovant, or the staff of the Securities and Exchange Commission, 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

4. The price reported in Column 4 is a weighted average price. These Common Shares were purchased in multiple transactions at prices ranging from \$12.31 to \$12.60, inclusive. The reporting person undertakes to provide to Myovant, any security holder of Myovant, or the staff of the Securities and Exchange Commission, 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, 11/22/2019

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.