

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Gold Daniel Allen</u> <hr/> (Last) (First) (Middle) C/O ROIVANT SCIENCES LTD. 7TH FLOOR, 50 BROADWAY <hr/> (Street) LONDON X0 SW1H 0DB <hr/> (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>03/07/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	03/07/2024		j ⁽¹⁾		15,518,673	D	\$0.00	19,311,790	I ⁽²⁾	Held by QVT Roiv Hldgs Offshore Ltd ⁽³⁾
Common Shares	03/07/2024		j ⁽¹⁾		5,594,064	D	\$0.00	6,837,266	I ⁽²⁾	Held by QVT Roiv Hldgs Onshore Ltd ⁽³⁾
Common Shares	03/07/2024		j ⁽¹⁾		45,361	D	\$0.00	55,443	I ⁽²⁾	Held by Fourth Avenue Capital Partners LP ⁽⁴⁾
Common Shares	03/07/2024		j ⁽¹⁾		2,260,661	D	\$0.00	2,763,126	I ⁽²⁾	Held by QVT P&E Roiv Hldgs Ltd ⁽⁵⁾
Common Shares	03/07/2024		j ⁽¹⁾		11,077,765	D	\$0.00	14,646,796	I ⁽²⁾	Held by QVT Deferred Compensation Holdings Ltd ⁽⁵⁾
Common Shares	03/07/2024		j ⁽¹⁾		11,325,233	D	\$0.00	23,105,358	I ⁽²⁾	Held by QVT Financial Investment Cayman Ltd ⁽⁶⁾
Common Shares								7,275,286 ⁽⁷⁾	D	
Common Shares								2,656,245 ⁽⁷⁾	I ⁽²⁾	Held by trusts and estate planning vehicles established by the Reporting Person ⁽⁸⁾

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)
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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 Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code (Instr. 8)	5. V (Instr. 8)	6. ANum (Instr. 3, 4 and 5)	7. Dr (Instr. 3, 4 and 5)	8. Expiration Date (Month/Day/Year)	9. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. On March 7, 2024, each of QVT Roiv Hldgs Onshore Ltd. and QVT Roiv Hldgs Offshore, (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") made an in-kind distribution on a pro rata basis. For no consideration.</p> <p>2. 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 for purposes of Section 16 or for any other purpose.</p> <p>3. QVT Financial LP, a Delaware limited partnership, is the investment manager of QVT Roiv, and shares voting and investment control over the Shares held directly by QVT Roiv. QVT Financial GP LLC ("QVT Financial GP"), a Delaware limited liability company, is the general partner of QVT Financial LP. The reporting person is a Managing Member of QVT Financial GP, sharing voting and investment control over the Common Shares held directly by QVT Roiv and may be deemed to beneficially own such Common Shares.</p> <p>4. Management of Fourth Avenue is vested in its general partner, Fourth Avenue Capital Partners GP LLC, a Delaware limited liability company ("Fourth Avenue GP"), which may be deemed to beneficially own the Common Shares held directly by Fourth Avenue. Daniel Gold is a Managing Member of Fourth Avenue GP, sharing voting and investment control over the Common Shares held directly by Fourth Avenue and may be deemed to beneficially own such Common Shares.</p> <p>5. The reporting person is one of two directors of QVT P&E Roiv Hldgs Ltd. ("QVT P&E") and QVT Deferred Compensation Holdings Ltd ("QVT DCH"), sharing voting and investment control over the Common Shares held directly by QVT P&E and QVT DCH.</p> <p>6. The reporting person is one of three directors of QVT Financial Investment Cayman Ltd. ("QVT FIC"), sharing voting and investment control over the Common Shares held directly by QVT FIC.</p> <p>7. Includes shares reporting person received as part of the distribution described in (1) above, which is exempted under both Rule 16a-9 and Rule 16a-13 as a change in form of beneficial ownership and (i) 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 "Equity Plan"), which vested on September 15, 2023 and (ii) an annual award of restricted stock units with respect to RSU granted pursuant to the Equity Plan, which is scheduled to vest 100% on September 12, 2024, subject generally to the reporting person's continuous service through such date.</p> <p>8. The reporting person is a trustee of trusts and estate planning vehicles, each of which were formed by the reporting person and/or his immediate family members and shares voting and investment control over the Common Shares held directly by these trusts and may be deemed to beneficially own such Common Shares.</p>													

/s/ Meg Eisner

03/07/2024

** 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.