

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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>Roivant Sciences Ltd.</u>  (Last) (First) (Middle) SUITE 1, 3RD FLOOR 11-12 ST. JAMES'S SQUARE  (Street) LONDON X0 SW1Y 4LB  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Immunovant, Inc. [ IMVT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2020	
	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  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 Stock, \$0.0001 par value per share	05/12/2020		J	(1)(2)	8,773,969	A	(1)(2)	47,213,419	D	

**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:**

1. On December 18, 2019 (the "Closing Date"), Immunovant Sciences Ltd. ("ISL") and Health Sciences Acquisition Corporation ("HSAC") closed the transactions contemplated by a Share Exchange Agreement, dated as of September 29, 2019 (the "Agreement"), pursuant to which HSAC acquired 100% of the issued and outstanding common shares of ISL in exchange for shares of common stock of HSAC ("Common Stock"), and ISL became a wholly owned subsidiary of HSAC (the "Transaction"). At closing of the Transaction, HSAC changed its name to Immunovant, Inc. (the "Company").

2. Pursuant to the terms of the Agreement and as part of the Transaction, Roivant received, among other consideration, certain rights to receive additional shares of Common Stock upon the achievement of certain milestones, as described in the Agreement (the "Earnout Rights"), including 8,773,969 shares of Common Stock if the volume weighted average sale price of the Common Stock equaled or exceeded \$17.50 for any 20 trading days within a 30-day trading period during the period starting on the Closing Date and ending on March 31, 2023 (the "Milestone"). On May 12, 2020, the Milestone was achieved and Roivant became entitled to receive 8,773,969 shares of Common Stock as additional consideration for the Transaction and without the need for any additional consideration. Roivant's Earnout Rights became fixed and irrevocable on the Closing Date.

/s/ Marianne Romeo  
Dinsmore, as Authorized      05/14/2020  
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.