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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**ROIVANT SCIENCES LTD.**

(Exact name of registrant as specified in its charter)

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**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**98-1173944**  
(I.R.S. Employer  
Identification Number)

**Suite 1, 3rd Floor  
11-12 St. James's Square  
London SW1Y 4LB  
United Kingdom**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
**Common Shares, \$0.00000007 par value per share**  
**Warrants, each warrant to purchase one Common Share**

**Name of each exchange  
on which registered**  
**The Nasdaq Global Select Market**  
**The Nasdaq Global Select Market**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement number to which this form relates: **333-256165**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of class)

**None**  
(Title of class)

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**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the common shares, \$0.000000007 par value per share (the "Common Shares"), of Roivant Sciences Ltd. (the "Company") and warrants to purchase Common Shares (the "Warrants"). The description of the Common Shares and Warrants contained under the heading "Description of Securities" in the registration statement initially filed with the Securities and Exchange Commission on May 14, 2021, as amended from time to time (File No. 333-256165) (the "Registration Statement") to which this Form 8-A relates is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits.**

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered on Nasdaq and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

ROIVANT SCIENCES LTD.

By: /s/ Matt Maisak

Name: Matt Maisak

Title: Authorized Signatory

Dated: September 3, 2021