

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
Estimated average burden hours per response.....	1.00

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER
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1 (a) NAME OF ISSUER <i>(Please type or print)</i>		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.	WORK LOCATION	
Roivant Sciences Ltd.		98-1173944	001-40782		
1 (d) ADDRESS OF ISSUER		STREET		CITY	STATE ZIP CODE
Suite 1, 3rd Floor		11-12 St. James's Square		London	SW1Y 4LB United Kingdom
				(e) TELEPHONE NO.	
				AREA CODE	NUMBER
				+44	207 400 3347
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET		CITY STATE ZIP CODE
Eric Venker		President & COO	c/o Roivant Sciences Ltd. Suite 1, 3rd Floor 11-12 St. James's Square		London SW1Y 4LB United Kingdom

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE	(c) Number of Shares or Other Units	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Common shares, \$0.0000000341740141 par value per share ("Common Shares")	E*TRADE FINANCIAL CORPORATION 3 EDISON DRIVE ALPHARETTA, GA 30005		Up to 28,937 Common Shares	Up to \$107,066.90 (as of 08/19/2022)	703,625,412 (as of 08/12/2022)	August 22, 2022	The Nasdaq Stock Market LLC

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1147 (08-07)

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Shares	August 20, 2022	Restricted Stock Units granted under the Roivant Sciences Ltd. Amended and Restated 2015 Equity Incentive Plan	Roivant Sciences Ltd.	28,937	N/A	N/A

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Eric Venker c/o Roivant Sciences Ltd. Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB United Kingdom	Common Shares	June 23, 2022	16,402	\$71,184.68
Eric Venker c/o Roivant Sciences Ltd. Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB United Kingdom	Common Shares	July 25, 2022	16,896	\$73,159.68

**REMARKS:**

The securities included in Table I represent a maximum number of shares that may be sold to cover the reporting person's tax obligations when restricted stock units belonging to the reporting person are settled. The securities included in Table II represent shares sold to cover the reporting person's tax obligations when

restricted stock units belonging to the reporting person were settled. Table II does not include shares that were “net settled” by the Issuer in order to satisfy applicable tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units previously granted to the reporting person. The securities reported in Tables I and II do not represent discretionary trades by the reporting person, and will be sold, or were sold, as applicable, for the limited purpose of satisfying tax withholding obligations.

**INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

August 22, 2022

DATE OF NOTICE



(SIGNATURE)

Name: Eric Venker  
Title: President & COO

February 17, 2022

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)