SEC Form 4

FORM 4

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

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

OMB APPROVAL

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

1. Name and Address of Reporting Person* Takeda Pharmaceuticals International AG	2. Issuer Name **and** Ticker or Trading Symbol Myovant Sciences Ltd. [MYOV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

THURGAUERSTRASSE 130

GLATTPARK-OPFIKON

(Street)

ZURICH   V8   8152

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	X	10% Owner	
Officer (give title below)		Other (specify below)	

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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 Shares	11/01/2016		M		1,977,269	A	$0.00[1]	7,368,389	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	Title	Amount or Number of Shares				
Warrant to Purchase Common Shares	[1]	11/01/2016		M			1,977,269	[2]	[3]	Common Shares	1,977,269	$0.00	0[4]	D	

Explanation of Responses:

1. $0.000017727 per share.

2. At any time following the Issuer's issuance of any class of capital shares, if necessary to allow the Reporting Person, together with its affiliates, to maintain a 12% ownership in the Issuer, as determined after such exercise.

3. Upon the earlier of (A) April 30, 2017 and (B) a change of control of the Issuer, unless such change in control results in a privately-held entity in which the holders of 40% or more of the equity securities, calculated on a fully-diluted basis, of the surviving entity are held by persons and entities who were affiliates of the Issuer prior to such change in control.

4. An indeterminate number of capital shares necessary to allow the Reporting Person, together with its affiliates, to maintain a 12% ownership interest in the Issuer, as determined after such exercise.

Remarks:

/s/Alison Haggerty, Attorney-in-Fact   11/03/2016

** Signature of Reporting Person   Date