

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MYOVANT SCIENCES LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation or organization)

98-1343578
(I.R.S. Employer Identification No.)

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

Not Applicable
(Zip Code)

**2016 Equity Incentive Plan
2020 Inducement Plan
(Full title of the plans)**

**Matthew Lang
General Counsel and Corporate Secretary
Suite 1, 3rd Floor
11-12 St. James's Square
London
SW1Y 4LB
United Kingdom
Telephone: +(44) 207-400-3351**
(Name, address and telephone number, including area code, of agent for service)

**Copies to:
Kenneth L. Guernsey
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111
(415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended March 31, 2021, filed on May 11, 2021;
- (b) The information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2021 from the Registrant’s Proxy Statement on [Schedule 14A](#), filed on July 28, 2021;
- (c) The Registrant’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended June 30, 2021, filed on July 28, 2021;
- (d) The Registrant’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended September 30, 2021, filed on October 26, 2021;
- (e) The Registrant’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended December 31, 2021, filed on January 26, 2022;
- (f) The Registrant’s Current Reports on Form 8-K filed on [May 19, 2021](#), [May 26, 2021](#), [June 4, 2021](#), [July 7, 2021](#), [August 12, 2021](#), [November 8, 2021](#) and [March 25, 2022](#); and
- (g) The description of the Registrant’s Common Shares contained in the Registrant’s Registration Statement on [Form 8-A](#), filed with the Commission on October 24, 2016 (File No. 001-37929) under the Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.1](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2020, filed on May 18, 2020.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant is incorporated under the laws of Bermuda. Section 98 of the Companies Act of 1981 of Bermuda (the “Companies Act”) provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the Registrant. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to Section 281 of the Companies Act.

The Registrant's amended and restated bye-laws provide that it shall indemnify its officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty, and that it may advance funds to its officers and directors for costs, charges and expenses incurred in their defense on the condition that such officers or directors repay the funds if any allegation of fraud or dishonesty is proved against them. The Registrant's amended and restated bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the Registrant, against any of the Registrant's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer.

Section 98A of the Companies Act permits the Registrant to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not the Registrant may otherwise indemnify such officer or director. The Registrant has purchased and maintains a directors' and officers' liability policy for such purpose.

The Registrant has entered into indemnification agreements with each of its directors and executive officers. These indemnification agreements provide the Registrant's directors and executive officers with contractual rights to indemnification and expense advancement that are, in some cases, broader than the specific indemnification provisions contained under Bermuda law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description of Document	Incorporated by Reference			
		Schedule/Form	File No.	Exhibit	Filing Date
3.1	Certificate of Incorporation.	S-1	333-213891	3.1	09/30/2016
3.2	Memorandum of Association.	S-1	333-213891	3.2	09/30/2016
3.3	Fifth Amended and Restated Bye-Laws.	10-Q	001-37929	3.3	02/10/2020
4.1	Description of Common Shares.	10-K	001-37929	4.1	05/18/2020
5.1*	Opinion of Conyers Dill & Pearman Limited as to Legality.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page to this Registration Statement).				
99.1	2016 Equity Incentive Plan, as amended.	S-1	333-213891	10.5	10/20/2016
99.2	Forms of Option Grant Notice and Option Agreement under 2016 Equity Incentive Plan, as amended.	S-1	333-213891	10.6	09/30/2016
99.3	Form of Amendment No.1 to the Stock Option Grant Notice and Option Agreement under 2016 Equity Incentive Plan, as amended.	10-Q	001-37929	10.1	11/12/2019

99.4	Form of Early Exercise Stock Purchase Agreement under 2016 Equity Incentive Plan, as amended.	S-1	333-213891	10.7	09/30/2016
99.5	Form of Restricted Stock Unit Grant Notice and Award Agreement under 2016 Equity Incentive Plan, as amended.	10-K	001-37929	10.30	05/24/2019
99.6	Form of Restricted Stock Unit Grant Notice and Award Agreement under 2016 Equity Incentive Plan, as amended (2019 U.S. Form).	10-Q	001-37929	10.2	11/12/2019
99.7	Form of Restricted Stock Unit Grant Notice and Award Agreement under 2016 Equity Incentive Plan, as amended (2019 Non-U.S. Form).	10-K	001-37929	10.35	05/11/2021
99.8	Form of Restricted Stock Award Agreement under 2016 Equity Incentive Plan, as amended.	10-K	001-37929	10.31	05/24/2019
99.9	2020 Inducement Plan.	10-Q	001-37929	10.5	11/12/2020
99.10	First Amendment to 2020 Inducement Plan.	8-K	001-37929	10.1	03/25/2022
99.11	Form of Option Grant Notice and Option Agreement under the 2020 Inducement Plan.	10-Q	001-37929	10.6	11/12/2020
99.12	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under the 2020 Inducement Plan (U.S. Form).	10-Q	001-37929	10.7	11/12/2020
99.13	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under 2020 Inducement Plan (Non-U.S. Form).	10-K	001-37929	10.40	05/11/2021
107*	Filing Fee Table				

* Filed herewith.

Item 9. Undertakings

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

To include any prospectus required by Section 10(a)(3) of the Securities Act;

(i) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(ii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brisbane, State of California, on April 8, 2022.

MYOVANT SCIENCES LTD.

By: /s/ Matthew Lang

Matthew Lang

General Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Marek, Uneek Mehra, and Matthew Lang, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Marek</u> David Marek	Principal Executive Officer and Director (Principal Executive Officer)	April 8, 2022
<u>/s/ Uneek Mehra</u> Uneek Mehra	Principal Financial Officer (Principal Financial and Accounting Officer)	April 8, 2022
<u>/s/ Myrtle Potter</u> Myrtle Potter	Chairman and Director	April 8, 2022
<u>/s/ Terrie Curran</u> Terrie Curran	Director	April 8, 2022
<u>/s/ Mark Guinan</u> Mark Guinan	Director	April 8, 2022
<u>/s/ Adele Gulfo</u> Adele Gulfo	Director	April 8, 2022
<u>/s/ Hiroshi Nomura</u> Hiroshi Nomura	Director	April 8, 2022
<u>/s/ Nancy Valente</u> Nancy Valente	Director	April 8, 2022

CONYERS

CONYERS DILL & PEARMAN LIMITED

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8 April 2022

Matter no.: 356139

Doc Ref: 1865064

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karoline.tauschke@conyers.com

Myovant Sciences Ltd.
Suite 1, 3rd Floor
11-12 St. James's Square
London
SW1Y 4LB
United Kingdom

Dear Sirs,

Re: Myovant Sciences Ltd. (the "Company")

We have acted as special Bermuda legal counsel to the Company in connection with a registration statement on form S-8 filed with the U.S. Securities and Exchange Commission (the "Commission") on 8 April 2022 (the "Registration Statement", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the "Securities Act") of an aggregate of 3,794,337 common shares, par value US\$0.000017727 each (the "2016 Plan Shares") issuable pursuant to the Myovant Sciences Ltd. 2016 Equity Incentive Plan, as amended (the "2016 Plan", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto), and an aggregate of 1,000,000 common shares, par value US\$0.000017727 each (the "2020 Plan Shares", together with the 2016 Plan Shares, the "Shares") issuable pursuant to the Myovant Sciences Ltd. 2020 Inducement Plan, as amended (the "2020 Plan", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto, together with the 2016 Plan, the "Plans").

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined a copy of the Registration Statement and the Plans. We have also reviewed:

- 1.1. copies of the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on the date hereof;
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- 1.2. minutes of a meeting of its board of directors held on 26 September 2016, unanimous written resolutions of its board of directors dated 18 October 2016, written resolutions of its members dated 30 September 2016 and 18 October 2016, an extract of minutes of a meeting of the compensation committee of the board of directors of the Company held on 4 November 2020, and an extract of minutes of a meeting of the compensation committee of the board of directors of the Company held on 22 March 2022, each as certified by the Secretary of the Company on the date hereof (collectively, the “Resolutions”); and
- 1.3. and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

- 2.1. the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;
 - 2.2. that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention;
 - 2.3. the accuracy and completeness of all factual representations made in the Registration Statement and the Plans and other documents reviewed by us;
 - 2.4. that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended;
 - 2.5. that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein;
 - 2.6. the validity and binding effect of the Plans in accordance with their terms under the laws of the State of New York, except for those matters thereunder subject to The Companies Act, 1981 of Bermuda, as amended (the “Companies Act”), of which the validity and binding effect shall be governed by Bermuda law;
 - 2.7. that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein;
 - 2.8. that upon issue of any Shares by the Company the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;
 - 2.9. that on the date of the issuance of any Shares, the Company will have sufficient authorised but unissued common shares; and
 - 2.10. that on the date of issuance of any Shares, the Company’s shares will be listed on an appointed stock exchange, as defined in the Companies Act, which includes the New York Stock Exchange and The Nasdaq Stock Market LLC.
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3. QUALIFICATIONS

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company pursuant to the Plans and is not to be relied upon in respect of any other matter.

4. OPINION

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for in accordance with the terms of the Plans, the Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman Limited

Conyers Dill & Pearman Limited

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan and the 2020 Inducement Plan of Myovant Sciences Ltd. of our report dated May 11, 2021, with respect to the consolidated financial statements of Myovant Sciences Ltd. included in its Annual Report (Form 10-K) for the year ended March 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

April 8, 2022
Redwood City, California

Calculation of Filing Fee Table

Form S-8

Myovant Sciences Ltd.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Shares, \$0.000017727 par value per share	457(h)	3,794,337	\$ 13.76	\$ 52,210,077.12	0.0000927	\$ 4,839.88
Equity	Common Shares, \$0.000017727 par value per share	457(h)	1,000,000	\$ 13.76	\$ 13,760,000.00	0.0000927	\$ 1,275.56
Total Offering Amounts					<u>\$ 65,970,077.12</u>		<u>\$ 6,115.44</u>
Total Fee Offsets							<u>—</u>
Net Fee Due							<u>\$ 6,115.44</u>

(1) Represents additional Common Shares issuable under (a) the Registrant's 2016 Equity Incentive Plan (3,794,337 Common Shares) by reason of the automatic share increase provisions of the 2016 Equity Incentive Plan, and (b) the Registrant's 2020 Inducement Plan (1,000,000 Common Shares). Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Common Shares that become issuable under the 2016 Equity Incentive Plan and 2020 Inducement Plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of the Registrant's outstanding Common Shares, as applicable.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The offering price per share and the aggregate offering price are based upon \$13.76, which is the average of the high and low prices of the Common Shares as reported on the New York Stock Exchange on April 4, 2022, rounding up to the nearest cent.