SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 [*] Viking Global Equities Master Ltd.			. Date of Event Requiring Stater Month/Day/Yea 1/01/2019	nent	3. Issuer Name and Ticker or Trading Symbol <u>Myovant Sciences Ltd.</u> [MYOV]							
(Last) 55 RAILROA (Street) GREENWICI (City)	·	(Middle) 06830 (Zip)				ionship of Repor all applicable) Director Officer (give tith below)	X	on(s) to Issue 10% Owne Other (spe below)	er	(Mont 6. Ind	th/Day/Year) lividual or Joint cable Line) Form filed b	ate of Original Filed /Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)						nt of Securities ally Owned (Inst	r. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Shares, \$0.00001 par value per share						38,341,357		Ι		See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Securi		ty (Instr. 4) Conver or Exer		cise Form:		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	on Title			Amount or Number of Shares	Price o Derivat Securit	ive	Direct (D) or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. Viking Global Equities Master Ltd. ("VGEM") does not directly own any shares of common stock (the "Common Shares") of Myovant Sciences Ltd. (the "Issuer"). The Viking Entities (as defined below) acquired Roivant Sciences Ltd. ("Roivant") common shares (the "Roivant Common Shares") on December 8, 2015. Roivant directly holds the 38,341,357 Common Shares reported herein. As a result of certain governance arrangements set forth in Roivant's bye-laws, due to the appointment of one or more independent directors (within the meaning of that term under Roivant's bye-laws) to Roivant's board of directors, the Viking Entities may be deemed to have beneficial ownership over the Common Shares held by Roivant.

2. O. Andreas Halvorsen, David C. Ott and Rose S. Shabet are Executive Committee members of certain management entities, including Viking Global Partners LLC, the general partner of Viking Global Investors LP ("VGI"), Viking Global Performance LLC ("VGP"), Viking Long Fund GP LLC ("VLFGP") and Viking Global Opportunities GP LLC ("Opportunities GP"), the sole owner of Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"). VGI provides managerial services to various investment funds, including VGEM, Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGE II"), VGE III"), VGE III" and, together with VGE, the "VGEM Feeders"), Viking Long Fund Master Ltd. ("VLFM") and Viking Global Opportunities Portfolio GP, the "VGE II, VGE III, VGE I

3. VGP is the general partner of VGE and VGE II and the investment manager of VGE III and VGEM. VLFGP serves as the investment manager of VLFM. Opportunities GP serves as the sole member of Opportunities Portfolio GP. Opportunities Portfolio GP serves as the general partner of Opportunities Fund. As of January 1, 2019, as part of an internal reorganization, the VGEM Feeders became feeder funds for a new master fund, VGEM. The Viking Entities (other than VGEM) previously disclosed their beneficial ownership of the Common Shares on Form 3s dated October 26, 2016.

4. VGEM disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

Remarks:

(5) Each of O. Andreas Halvorsen, David C. Ott and Rose S. Shabet is signing as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of VIKING GLOBAL EQUITIES MASTER LTD.

<u>/s/ O. Andreas Halvorsen (5)</u>	01/10/2019			
<u>/s/ David C. Ott (5)</u>	01/10/2019			
/s/ Rose S. Shabet (5)	01/10/2019			
** 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 5 (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.