

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>MILLENNIUM PHARMACEUTICALS INC</u><br><br>(Last) (First) (Middle)<br><u>40 LANDSDOWNE STREET</u><br><br>(Street)<br><u>CAMBRIDGE MA 02139</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>03/19/2018</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>Myovant Sciences Ltd. [ MYOV ]</u>  |   |
|  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 7,420,625   | D <sup>(1)(2)</sup>                                      |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
|  |  |                 |   |  |  |   |

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>MILLENNIUM PHARMACEUTICALS INC</u><br><br>(Last) (First) (Middle)<br><u>40 LANDSDOWNE STREET</u><br><br>(Street)<br><u>CAMBRIDGE MA 02139</u><br><br>(City) (State) (Zip) |  |  |
|--|--|--|

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Takeda Pharmaceuticals U.S.A., Inc.</u><br><br>(Last) (First) (Middle)<br><u>ONE TAKEDA PARKWAY</u><br><br>(Street)<br><u>DEERFIELD IL 60015</u><br><br>(City) (State) (Zip) |  |  |
|---|--|--|

**Explanation of Responses:**

1. On March 19, 2018, Takeda Pharmaceuticals International AG ("TPIZ") sold 7,420,625 shares of common stock of Myovant Sciences Ltd. to Millennium Pharmaceuticals, Inc. ("Millennium"). As of the date of this filing: Millennium is owned by Takeda Pharmaceuticals U.S.A., Inc. ("TPUSA"); 41.05% of the outstanding common stock of TPUSA is owned by TPIZ and 58.95% of the outstanding common stock of TPUSA is owned by Takeda Pharmaceuticals Company Limited ("TPC"); 86.831% of the outstanding shares of TPIZ are owned by Takeda Pharma A/S (Denmark) ("TPAS") and 13.1680% of the outstanding shares of TPIZ are owned by Takeda Europe Holdings BV (Netherlands) ("TEHBV"); TPAS is owned by Takeda A/S (Denmark) ("TAS"); 76.09% of the outstanding shares of TAS are owned by TPC and 23.91% of the outstanding shares of TAS are owned by TEHBV.

2. (Continued from footnote 1) TEHBV is wholly-owned by TPC. TPIZ, TPC, TPAS, TEHBV and TAS previously reported this transaction on a Form 4 filed March 21, 2018. Each of the Reporting Persons (other than Millennium) disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

**Remarks:**

Exhibit List: Exhibit 24.1 Power of Attorney for Takeda Pharmaceuticals U.S.A., Inc.; Exhibit 24.2 Power of Attorney for Millennium Pharmaceuticals, Inc.

/s/ Chad Diehl 03/29/2018

/s/ Chad Diehl 03/29/2018

\*\* Signature of Reporting Person Date

\* 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.**

POWER OF ATTORNEY

Know all by these present, that Takeda Pharmaceuticals U.S.A., Inc. (the "Reporting Person") hereby constitutes and appoints each of Paul Sundberg, Chad Diehl and Brett Budzinski, signing singly, as the Reporting Person's true and lawful attorney-in-fact to:

- (1) prepare, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Person to make electronic filings with the SEC of Reports required by Sections 13 and 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) prepare and file on behalf of the Reporting Person any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that the Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, the securities of any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person ("Portfolio Companies");
- (3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority;
- (4) complete for and on behalf of the Reporting Person, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the requestor thereof, any questionnaires, documents or other materials that are requested in connection with any (i) equity or debt offering by a Portfolio Company and (ii) exercise by the Reporting Person of voting or proxy rights in connection with the Reporting Person's equity ownership of any Portfolio Company; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Reporting Person, it being understood that the documents executed by such attorney-in-fact on behalf of the Reporting Person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The Reporting Person hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Person might or could do if the legal representatives of the Reporting Person were personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The Reporting Person acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the Reporting Person, are not assuming nor relieving any of the Reporting Person's responsibilities to comply with Section 13 or Section 16 of the Exchange Act. The Reporting Person acknowledges that none of the foregoing attorneys-in-fact assume (i) any liability for the Reporting Person's responsibility to comply with the requirements of the Act or the Exchange Act, (ii) any liability of the Reporting Person for any failure to comply with such requirements or (iii) any obligation or liability of the Reporting Person for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of Portfolio Companies, unless earlier revoked by the Reporting Person at any time at its sole discretion. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to serve as an employee of Takeda Pharmaceutical Company Limited or one of its subsidiaries.

[Signature page follows]

IN WITNESS WHEREOF, the Reporting Person has caused this Power of Attorney

to become effective as of the date set forth below.

TAKEDA PHARMACEUTICALS U.S.A., INC.

By: /s/ Paul Sundberg

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Name: Paul Sundberg

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Title: Assistant Secretary

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Date: January 8, 2018  
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POWER OF ATTORNEY

Know all by these present, that Millennium Pharmaceuticals, Inc. (the "Reporting Person") hereby constitutes and appoints each of Paul Sundberg, Chad Diehl and Brett Budzinski, signing singly, as the Reporting Person's true and lawful attorney-in-fact to:

- (1) prepare, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Person to make electronic filings with the SEC of Reports required by Sections 13 and 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) prepare and file on behalf of the Reporting Person any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that the Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, the securities of any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person ("Portfolio Companies");
- (3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority;
- (4) complete for and on behalf of the Reporting Person, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the requestor thereof, any questionnaires, documents or other materials that are requested in connection with any (i) equity or debt offering by a Portfolio Company and (ii) exercise by the Reporting Person of voting or proxy rights in connection with the Reporting Person's equity ownership of any Portfolio Company; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Reporting Person, it being understood that the documents executed by such attorney-in-fact on behalf of the Reporting Person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The Reporting Person hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Person might or could do if the legal representatives of the Reporting Person were personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The Reporting Person acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the Reporting Person, are not assuming nor relieving any of the Reporting Person's responsibilities to comply with Section 13 or Section 16 of the Exchange Act. The Reporting Person acknowledges that none of the foregoing attorneys-in-fact assume (i) any liability for the Reporting Person's responsibility to comply with the requirements of the Act or the Exchange Act, (ii) any liability of the Reporting Person for any failure to comply with such requirements or (iii) any obligation or liability of the Reporting Person for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of Portfolio Companies, unless earlier revoked by the Reporting Person at any time at its sole discretion. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to serve as an employee of Takeda Pharmaceutical Company Limited or one of its subsidiaries.

[Signature page follows]

IN WITNESS WHEREOF, the Reporting Person has caused this Power of Attorney to become effective as of the date set forth below.

MILLENNIUM PHARMACEUTICALS, INC.

By: /s/ Fabien Dubois

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Name: Fabien Dubois

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Title: Head of Finance

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Date: 12/14/17  
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