FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Sumitovant Biopharma Ltd.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Instruc	ction 1(b).			Filed							curities Excha										
		f Reporting Person*			2. Is	suer N	lame an e	d Tick	er o	r Trad	Company Acting Symbol [MYOV]	t of 1940	5		ck all app	,					
(Last) (First) (Middle) 27-1, SHINKAWA 2-CHOME				3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020 Director X 10% Owner Officer (give title below) Other (specify below)																	
(Street) CHUO-KU, TOKYO M0 104-8260				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(SI	ate) (2	Zip)																		
			۱-	Non-Deriva				_	uire	ed, I				iall	1		I		I		
1. Title of	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Ye	ar) E	any	med on Date, Day/Year)	Cod	ansad ide (li	ction nstr.	4. Securities Disposed Of	(D) (Inst	d (A) or r. 3, 4 and 5	5)	5. Amou Securition Benefici Owned Followin Reporte	es ally ng d		ect (I)	Indir Bene	eficial ership	
					\perp			Cod	de	V	Amount	(A) or (D)	Price		Transac (Instr. 3	and 4)			See		
Common	Stock			04/01/2020	0			P	,		70,000(1)	A	\$7.461	4 ⁽²⁾	46,85	58,604		I		tnote ⁽³⁾	
Common	Stock			04/02/2020	0			P	•		70,000(4)	A	\$7.729	3 ⁽²⁾	46,92	28,604		I	See Foo	tnote ⁽⁵⁾	
		Tal	ble	II - Derivati (e.g., pເ							sposed of s, converti				Owne	d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date E (Month/Day/Year) if	Ex if a	. Deemed ecution Date, uny onth/Day/Year)		action (Instr.			Expiration (Month/Dies ed			Amo Secu Und Deri	tle and bunt of urities erlying vative urity (Instr. d 4)	De Se (Ir	. Price of erivative ecurity nstr. 5)	9. Numbe derivativ Securitie Beneficia Owned Following Reported Transact (Instr. 4)	re es ally g d tion(s)	10. Ownersh Form: Direct (D or Indire (I) (Instr.	hip c E D) (ect (11. Natur of Indirec Beneficia Ownershi Instr. 4)	
					Code	v	(A)	(D)	Date Exe	e ercisal	Expiratio	n Title	Amount or Number of Shares	1							
		Reporting Person*	<u>.</u>								·		•								
(Last) 27-1, SH	IINKAWA :	(First) 2-CHOME		(Middle)																	
(Street) CHUO-I		M0		104-8260		-															
(City)		(State)		(Zip)																	
		Reporting Person*		o Ltd																	
(Last)	БНОМАСН	(First) I 2-CHOME		(Middle)																	
(Street) CHUO-I OSAKA		M0		541-0045																	
(City)		(State)		(Zip)																	
		Reporting Person*				1															

(Last)	(First)	(Middle)						
11-12 ST. JAMES'S SQUARE SUITE 1								
3RD FLOOR								
(Street)								
LONDON	X0	SW1Y 4LB						
-								
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. This acquisition of a total of 70,000 ordinary shares on the open market is pursuant to a Rule 10b5-1 Stock Trading Plan entered into by the Reporting Person on March 13, 2020 (the "10b5-1 Trading Plan").
- 2. The price reported in column 4 is the average stock price.
- 3. Sumitovant Biopharma Ltd. ("Sumitovant") directly owns 46,858,604 shares of Common Stock. Sumitovant is a wholly-owned subsidiary of Sumitomo Dainippon Pharma Co., Ltd. ("Sumitomo Dainippon"), which is a 51.76% owned subsidiary of Sumitomo Chemical Co., Ltd. ("Sumitomo Chemical"). Sumitomo Dainippon and Sumitomo Chemical may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the reported securities that Sumitovant owns. Each of Sumitomo Dainippon and Sumitomo Chemical disclaims beneficial ownership of such reported securities except to the extent of their pecuniary interest therein.
- 4. This acquisition of a total of 70,000 ordinary shares on the open market is pursuant to the 10b5-1 Trading Plan.
- 5. Sumitovant directly owns 46,928,604 shares of Common Stock. Sumitovant is a wholly-owned subsidiary of Sumitomo Dainippon, which is a 51.76% owned subsidiary of Sumitomo Chemical. Sumitomo Dainippon and Sumitomo Chemical may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the reported securities that Sumitovant owns. Each of Sumitomo Dainippon and Sumitomo Chemical disclaims beneficial ownership of such reported securities except to the extent of their pecuniary interest therein.

Remarks

Sumitomo Chemical Co., Ltd.,

By: /s/ Swathi Padmanabhan, 04/03/2020

as Attorney-in-Fact

Sumitomo Dainippon Pharma

Co., Ltd., By: Tsutomu

Nakagawa, Senior Director, 04/03/2020

Global Corporate Strategy, /s/

Tsutomu Nakagawa

Sumitovant Biopharma Ltd.,

By: /s/ Swathi Padmanabhan, 04/03/2020

as Attorney-in-Fact

** 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 4 (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.

 $Persons \ who \ respond \ to \ the \ collection \ of \ information \ contained \ in \ this \ form \ are \ not \ required \ to \ respond \ unless \ the \ form \ displays \ a \ currently \ valid \ OMB \ Number.$