

**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
(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 3347
(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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Shares, \$0.000017727 par value per share	2,882,299 shares (2)	\$ 6.88	\$ 19,830,217.12	\$ 2,403.43

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional common shares of the Registrant (“Common Shares”) that become issuable under the Myovant Sciences Ltd. 2016 Equity Incentive Plan, as amended (the “2016 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding Common Shares.
- (2) Represents an automatic increase equal to 4% of the total number of Common Shares outstanding on March 31, 2019, to the aggregate number of Common Shares reserved for issuance under, and which annual increase is provided by, the 2016 Plan.
- (3) 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 \$6.88, which is the average of the high and low prices of the Common Shares as reported on the New York Stock Exchange on August 2, 2019, rounding up to the nearest cent.

REGISTRATION OF ADDITIONAL SHARES

PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Myovant Sciences Ltd. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 2,882,299 additional Common Shares under the 2016 Plan, all of which were added pursuant to the provisions of the 2016 Plan that provided for an automatic increase in the number of Common Shares reserved and available for issuance under the 2016 Plan on April 1, 2019.

This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8, filed with the Commission on November 8, 2018 (Registration No. 333-228277) and May 17, 2017 (Registration No. 333-218057). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The contents of the Registrant's Registration Statements on Form S-8, filed with the Commission on [November 8, 2018](#) (Registration No. 333-228277) and [May 17, 2017](#) (Registration No. 333-218057).
- (b) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended March 31, 2019, filed with the Commission on May 24, 2019.
- (c) The Registrant's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended June 30, 2019, filed with the Commission on August 6, 2019.
- (d) The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2019 from the Registrant's definitive proxy statement on [Schedule 14A](#) (other than information furnished rather than filed), filed with the Commission on July 25, 2019.
- (e) All other reports filed by the Company pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since March 31, 2019 (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).
- (f) 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.

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.

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	Fourth Amended and Restated Bye-Laws.	10-Q	001-37929	3.3	08/06/2019
5.1*	Opinion of Conyers Dill & Pearman Limited as to legality.				
99.1	2016 Equity Incentive Plan, as amended.	S-1/A	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 Early Exercise Stock Purchase Agreement under 2016 Equity Incentive Plan, as amended.	S-1	333-213891	10.7	09/30/2016
99.4	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
99.5	Form of Restricted Stock Award Agreement under 2016 Equity Incentive Plan, as amended.	10-K	001-37929	10.31	05/24/2019
23.1*	Consent of Ernst & Young LLP, 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).				

* Filed herewith.

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 August 6, 2019.

MYOVANT SCIENCES LTD.

By: /s/ Frank Karbe

Frank Karbe

Principal Financial and Accounting Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lynn Seely, M.D. and Frank Karbe, and 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/ Lynn Seely, M.D.</u> Lynn Seely, M.D.	Principal Executive Officer and Director	August 6, 2019
<u>/s/ Frank Karbe</u> Frank Karbe	Principal Financial and Accounting Officer	August 6, 2019
<u>/s/ Terrie Curran</u> Terrie Curran	Director	August 6, 2019
<u>/s/ Mark Guinan</u> Mark Guinan	Director	August 6, 2019
<u>/s/ Myrtle Potter</u> Myrtle Potter	Director	August 5, 2019
<u>/s/ Vivek Ramaswamy</u> Vivek Ramaswamy	Director	August 6, 2019
<u>/s/ Kathleen Sebelius</u> Kathleen Sebelius	Director	August 6, 2019
<u>/s/ Frank Torti, M.D.</u> Frank Torti, M.D.	Director	August 5, 2019

6 August 2019

Matter no.:354656
Doc Ref: 15859208
+1441-278-7904

edward.rance@conyersdill.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 6 August 2019 (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 2,882,299 common shares, par value US\$0.000017727 each (the "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).

For the purposes of giving this opinion, we have examined a copy of the Registration Statement and the 2016 Plan. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company, minutes of a meeting of its board of directors held on 26 September, 2016, and unanimous written resolutions of its board of directors dated 18 October 2016, as certified by the Secretary of the Company; and written resolutions of its members dated 30 September, 2016, and 18 October, 2016, as certified by the Secretary of the Company (collectively, the "Resolutions"), 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.

We have assumed (a) 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, (b) 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, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the 2016 Plan and other documents reviewed by us, (d) 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, (e) 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, (f) the validity and binding effect of the 2016 Plan in accordance with its 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, (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein, (h) 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, (i) that on the date of the issuance of any Shares, the Company will have sufficient authorised but unissued common shares, and (j) 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.

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 2016 Plan and is not to be relied upon in respect of any other matter.

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 2016 Plan, 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 of Myovant Sciences Ltd. of our reports dated May 24, 2019, with respect to the consolidated financial statements of Myovant Sciences Ltd. and the effectiveness of internal control over financial reporting of Myovant Sciences Ltd. included in its Annual Report (Form 10-K) for the year ended March 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

August 6, 2019

Redwood City, California
