Common Shares

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

obligations may continue. See Instruction 1(b)

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

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1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol Myovant Sciences Ltd. [ MYOV ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<u>GUINAN MARK</u>						L			X	Director	10% C	wner	
	C/O MYOVANT SCIENCES, INC.			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023						Officer (give title below)	Other below)	(specify	
2000 SIERRA POINT PARKWAY, 9TH FLOOR				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable			
(Street)									Line)	Form filed by One	e Reporting Pers	on	
BRISBANE	BRISBANE CA 94005									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

 $D^{(1)}$ 

03/10/2023

D

3.673(2)

(3)

0

D

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Amount of Securities 11. Nature 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 8. Price of 9. Number of Date (Month/Day/Year) Execution Date, Expiration Date (Month/Day/Year) Transaction Ownership Derivative Underlying Derivative Security Security (Instr. 3) or Exercise Code (Instr. Security (Instr. 5) Securities Form: Beneficial (Month/Day/Year) Direct (D) Price of 8) Securities Beneficially Ownership Acquired (A) or Disposed Derivative Security (Instr. 3 and 4) Owned Following or Indirect (I) (Instr. 4) Reported of (D) (Instr 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Date Expiration (A) (D) Exercisable Title Shares Stock Options $D^{(1)}$ \$19.71 03/10/2023 45,000 07/22/2028 45,000 0 D (Right to Shares Buy) D<sup>(1)</sup> Options Commo \$7.65 03/10/2023 58,608 (4) 08/22/2029 58,608 (5) n D (Right to Shares Buy) Stock Options $D^{(1)}$ 03/10/2023 21,603 (4) 09/14/2030 21,603 (5) 0 D (Right to Shares Buy) Stock Options Common $D^{(1)}$ (4) (5) \$22.71 03/10/2023 11/04/2031 21.096 21,096 0 D (Right to Shares Buv)

# **Explanation of Responses:**

- 1. On March 10, 2023, Sumitovant Biopharma Ltd. ("Sumitovant") acquired all of the common shares of the Issuer not previously held by it pursuant to the terms of an Agreement and Plan of Merger, dated as of October 23, 2022 (the "Merger Agreement"), and a related Statutory Merger Agreement (the "Statutory Merger Agreement", and together with the Merger Agreement, the "Merger Agreements"), entered into by and among the Issuer, Sumitovant, Zeus Sciences Ltd., a wholly owned subsidiary of Sumitovant ("Merger Sub"), and other parties thereto. Pursuant to the Merger Agreements, Merger Sub merged with and into the Issuer, with the Issuer continuing as a wholly owned subsidiary of Sumitovant (the "Merger").
- 2. Reflects the vested portion of 9,859 restricted stock units ("RSUs") granted to the Reporting Person as the annual non-employee director grant, which pro-ration was calculated based on the number of days the Reporting Person had served as a director from October 26, 2022 to the effective time of the Merger (the "Effective Time") (by using 365 days for a full year), which was equal to 3,673 (rounded down to the nearest whole RSU). Such vested RSUs were converted into the RSU Consideration (as defined below). The remaining 6,186 unvested RSUs were forfeited without consideration as of the Effective Time.
- 3. Each RSU outstanding immediately prior to the Effective Time that had not been settled in Issuer common shares was canceled and converted into the right to receive an amount (subject to any applicable withholding tax) in cash, without interest, equal to the product of (a) \$27.00 in cash, without interest and less any applicable withholding taxes (the "Per Share Consideration"), multiplied by (b) the total number of Issuer common shares subject to such RSU immediately prior to the Effective Time (the "RSU Consideration")
- 4. These options are fully vested.
- 5. Each then-outstanding and unexercised Issuer stock option (whether vested or unvested) was canceled and converted into the right to receive an amount (subject to any withholding tax) in cash, without interest, equal to the product of (a) the excess, if any, of (i) the Per Share Consideration over (ii) the applicable exercise price for such option, multiplied by (b) the total number of Issuer common shares subject

## Remarks:

/s/ Matthew Lang, Attorney-in-

03/10/2023

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\*\* 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.