

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>KARBE FRANK</u> (Last) (First) (Middle) <u>C/O MYOVANT SCIENCES INC.</u> <u>2000 SIERRA POINT PARKWAY</u> (Street) <u>BRISBANE CA 94005</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Myovant Sciences Ltd. [MYOV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Principal Fin'l & Accounting</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/26/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/26/2019		A		55,025 ⁽¹⁾	A	\$0.00	63,025	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$12.68	08/26/2019		D			200,000 ⁽²⁾	(3)	05/14/2027	Common Shares	200,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.78	08/26/2019		A		200,000 ⁽²⁾		(3)	05/14/2027	Common Shares	200,000	\$0.00	200,000	D	
Stock Option (Right to Buy)	\$21.87	08/26/2019		D		114,690 ⁽²⁾		(4)	04/15/2028	Common Shares	114,690	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.78	08/26/2019		A		114,690 ⁽²⁾		(4)	04/15/2028	Common Shares	114,690	\$0.00	114,690	D	
Stock Option (Right to Buy)	\$24.44	08/26/2019		D		132,270 ⁽²⁾		(5)	04/04/2029	Common Shares	132,270	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.78	08/26/2019		A		132,270 ⁽²⁾		(5)	04/04/2029	Common Shares	132,270	\$0.00	132,270	D	

Explanation of Responses:

- The Common Shares are to be acquired upon the vesting of certain Restricted Stock Units ("RSUs") granted to the Reporting Person. The RSUs shall vest as follows: (i) 1/3 of the total shares subject to the RSUs shall vest at the later occurrence of (a) the achievement of certain milestones and (b) the first anniversary of the grant date; and (ii) 2/3 of the total shares subject to the RSUs shall vest as follows: 1/8 vesting on the first anniversary of the grant date and 7/8 vesting in seven even installments each quarter thereafter, provided the Reporting Person has provided continuous service to the Issuer or its affiliates on each such date.
- Each reported acquisition and disposition of an option for the like number of shares consisted of an amendment to an outstanding option, resulting in the deemed cancellation of the "old" option and grant of a replacement option.
- 1/4 of the shares underlying the option vested on May 15, 2018, and 1/16 of the common shares underlying this option vest each quarter thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date. The replacement option provides that the Reporting Person cannot exercise the currently vested portion of the replacement option for 12 months commencing on August 26, 2019, subject to certain exceptions provided by the Reporting Person's applicable option agreement.
- 1/4 of the common shares underlying this option vested on April 16, 2019, and 1/16 of the common shares underlying this option vest each quarter thereafter, provided the Reporting Person has provided continuous service to the Issuer or its affiliates on each such date. The replacement option provides that the Reporting Person cannot exercise the currently vested portion of the replacement option for 12 months commencing on August 26, 2019, subject to certain exceptions provided by the Reporting Person's applicable option agreement.
- 1/4 of the common shares underlying this option vest on April 5, 2020, and 1/16 of the common shares underlying this option vest each quarter thereafter, provided the Reporting Person has provided continuous service to the Issuer or its affiliates on each such date.

Remarks:

/s/ Matthew Lang, Attorney-in-fact 08/27/2019

** 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 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.

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