SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X	Check this to Section 1 obligations
	Instruction 2

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						

0.5

			ENT OF CHANGES IN BENEFICIAL OW iled pursuant to Section 16(a) of the Securities Exchange Act of 19 or Section 30(h) of the Investment Company Act of 1940		OMB Number: Estimated average b hours per response:	
1. Name and Addr Sumitomo C	1 0		2. Issuer Name and Ticker or Trading Symbol <u>Myovant Sciences Ltd.</u> [MYOV]	5. Relationship of (Check all applical Director Officer (g	, X 10%	to Issuer 6 Owner er (specify
(Last) 7-1 NIHONBA	(First) SHI 2-CHOM	(Middle) IE	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023	below)	belo	
(Street) CHUO-KU, TOKYO	M0	103-6020	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) Form file	nt/Group Filing (Chec d by One Reporting F d by More than One F	erson
(City)	(State)	(Zip)				

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)	ed 3. Date, Transaction Code (Instr.					, 	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)	(Instr. 4)
Common Shares	03/10/2023		Р		51,599,200 ⁽¹⁾⁽²⁾	Α	\$27	45,798,176 ⁽¹⁾⁽²⁾	Ι	See Footnote ⁽³⁾

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)		Transaction Code (Instr. 8) of Derivative Securities Expiration Date (Month/Day/Year) Amount of Securities Derivative Securities derivative Securities Aquired (A) or Disposed of (D) Code (Instr. Security) Amount of Securities Derivative Security (Instr. 5) Security Benefic Owned		of Expiratio Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4					Expiration Date Amount of (Month/Day/Year) Securities Underlying Derivative Security (Instr.		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					

1. Name and Address of Reporting Person* Sumitomo Chemical Co., Ltd.

<u>ounnonio o</u>	<u>llelliicai CO., Lic</u>	<u>1.</u>
(Last)	(First)	(Middle)
7-1 NIHONBAS	SHI 2-CHOME	
(Street)		
СНՍО-КՍ, ТОКҮО	M0	103-6020
(City)	(State)	(Zip)
1. Name and Addre	ss of Reporting Person	*
Sumitomo Pl	narma Co., Ltd.	
(Last)	(First)	(Middle)
6-8 DOSHOMA	CHI 2-CHOME	
(Street)		
CHUO-KU, OSAKA	M0	541-0045
(City)	(State)	(Zip)
1. Name and Addre	ss of Reporting Person	*
Sumitovant H	<u> Biopharma Ltd.</u>	
(Last)	(First)	(Middle)
7TH FLOOR 50) BROADWAY	

(Street) LONDON	X0	SW1H 0DB
(City)	(State)	(Zip)

Explanation of Responses:

1. On March 10, 2023, Sumitovant Biopharma Ltd. ("Sumitovant") acquired all of the common shares of Myovant Sciences Ltd. (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.

2. (Continued from footnote 1) 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"). At the effective time of the Merger (the "Effective Time"), each common share of the Issuer outstanding immediately prior to the Effective Time (other than certain excluded shares) automatically converted into the right to receive \$27.00 in cash, without interest and less any applicable withholding taxes.

3. Sumitovant is a wholly-owned subsidiary of Sumitomo Pharma Co., Ltd. ("Sumitomo Pharma"), which is a 51.76% owned subsidiary of Sumitomo Chemical Co., Ltd. ("Sumitomo Chemical"). Sumitomo Pharma 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 Pharma 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/ Takeo Kitayama, Executive Officer, General Manager, Corporate Planning Office	<u>03/10/2023</u>
<u>Sumitomo Pharma Co., Ltd.,</u> <u>By: /s/ Tsutomu Nakagawa,</u> <u>Senior Director, Global</u> <u>Corporate Strategy,</u>	<u>03/10/2023</u>
<u>Sumitovant Biopharma Ltd.,</u> <u>By: /s/ Monika Adams,</u> <u>Transactions Officer</u>	<u>03/10/2023</u>
** 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.