

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
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)

2834  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda  
+1 (441) 824-8101**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Corporation Service Company  
2711 Centerville Road  
Wilmington, DE 19808  
(866) 846-8765**

(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

**Copies to:**

**Frank F. Rahmani  
John T. McKenna  
Alison A. Haggerty  
Cooley LLP  
3175 Hanover Street  
Palo Alto, CA 94304  
(650) 843-5000**

**Marc D. Jaffe  
Nathan Ajiashvili  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022  
(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-213891)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 under the Securities Exchange Act of 1934. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities being Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common shares, \$0.000017727 par value per common share	1,725,000	\$15.00	\$25,875,000	\$2,999

(1) Includes 225,000 common shares that the underwriters have the option to purchase.

(2) The 1,725,000 common shares to be registered pursuant to this Registration Statement are in addition to the 14,950,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-213891).

(3) Based on the public offering price.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Myovant Sciences Ltd. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-213891) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on September 30, 2016, and which the Commission declared effective on October 26, 2016.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of common shares offered by the Registrant by 1,725,000 shares, 225,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional common shares of the Registrant. The additional common shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.



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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Conyers Dill & Pearman Limited as to legality.
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	Powers of Attorney (included on the signature page of the Prior Registration Statement (File No. 333-213891), as filed with the Commission on September 30, 2016).

26 October 2016

Matter No.:354656  
Doc Ref: 11590202+1441-278-7904  
edward.rance@conyersdill.com

Myovant Sciences Ltd.  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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-1 as amended (Registration No. 333-213891) initially filed with the U.S. Securities and Exchange Commission (the "Commission") on 30 September, 2016 (the "Initial 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 14,500,000 common shares, par value US\$0.000017727 each, of which 14,500,000 are being offered by the Company, together with an additional 2,175,000 common shares, par value US\$0.000017727 each, subject to an over-allotment option granted to the underwriters by the Company (all such common shares, collectively, the "Shares"). The information set forth in the Initial Registration Statement and all exhibits to the Initial Registration Statement are incorporated by reference into the 462(b) registration statement (the "462(b) Registration Statement").

For the purposes of giving this opinion, we have examined a copy of the Initial Registration Statement and 462(b) Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on 25 October, 2016, 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, each as certified by the Secretary of the Company on 25 October, 2016; written resolutions of its members dated 30 September, 2016, as certified by the Secretary of the Company on 25 October, 2016, and written resolutions of its members dated 25 October, 2016, as certified by the Secretary of the Company on 25 October, 2016 (collectively, the "Resolutions"), an officer's certificate dated as of the date hereof confirming that the Resolutions have not been rescinded or amended, 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 Initial Registration Statement and 462(b) Registration Statement and other documents reviewed by us, (d) 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, and (e) that upon issue of any Shares to be sold 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.

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 462(b) Registration Statement and the offering of the Shares by the Company 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 as contemplated by the Registration Statement, 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 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the prospectus forming a part of 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,

**Conyers Dill & Pearman Limited**

/s/ Conyers Dill & Pearman Limited

Edward Rance

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and our report dated July 8, 2016 (except for Note 11, as to which the date is October 19, 2016), with respect to the financial statements of Myovant Sciences Ltd. included in Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-213891) and related Prospectus of Myovant Sciences Ltd. for the registration of its common shares.

/s/ Ernst & Young LLP

Metro Park, New Jersey

October 26, 2016