

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 2  
TO  
FORM S-3  
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 Number)

Suite 1, 3rd Floor  
11-12 St. James's Square  
London SW1Y 4LB  
United Kingdom  
+44 203 318 9709

(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:*

**Kenneth Guernsey  
Alison Haggerty  
Cooley LLP  
3175 Hanover Street  
Palo Alto, CA 94304  
(650) 843-5000**

**Frank Karbe  
Chief Financial Officer  
Myovant Sciences, Inc.  
2000 Sierra Point Parkway, 9th Floor  
Brisbane, CA 94005  
(650) 238-0250**

**From time to time after the effective date of this Registration Statement  
(Approximate date of commencement of proposed sale to the public)**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an 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

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

Accelerated filer

Smaller reporting company

Emerging growth company

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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (1)</b>
<b>Primary Offering:</b>				
Common Shares, par value \$0.000017727 per share	(2)	(3)	(3)	—
Preference Shares, par value \$0.000017727 per share	(2)	(3)	(3)	—
Debt Securities	(2)	(3)	(3)	—
Warrants	(2)	(3)	(3)	—
<b>Total Primary Offering</b>	(2)		\$ 300,000,000	\$ 37,350.00
<b>Secondary Offering:</b>				
Common Shares, par value \$0.000017727 per share, issuable upon the exercise of warrant	49,800	(5)	\$ 587,640 (6)	\$ 73.17
<b>Total</b>			<b>\$ 300,587,640</b>	<b>\$ 37,423.17 (4)</b>

- (1) Calculated pursuant to Rule 457(o) under the Securities Act.
- (2) There are being registered hereunder such indeterminate number of common shares and preference shares, such indeterminate principal amount of debt securities and such indeterminate number of warrants to purchase common shares, preference shares or debt securities as shall have an aggregate initial offering price not to exceed \$300,000,000. If any debt securities are issued at an original issue discount, then the principal amount of such debt securities shall be in such greater amount as shall result in an aggregate initial offering price not to exceed \$300,000,000, less the aggregate dollar amount of all securities previously issued hereunder. Any securities registered hereunder may be sold separately or in combination with other securities registered hereunder. The securities registered also include such indeterminate number of common shares and preference shares and amount of debt securities as may be issued upon conversion of or exchange for preference shares or debt securities that provide for conversion or exchange, upon exercise of warrants or pursuant to the antidilution provisions of any such securities. In addition, pursuant to Rule 416 under the Securities Act, the shares being registered hereunder include such indeterminate number of common shares and preference shares as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (3) The proposed maximum aggregate offering price per class of security will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered hereunder and is not specified as to each class of security pursuant to General Instruction II.D. of Form S-3 under the Securities Act.
- (4) Registration fee previously paid.
- (5) The proposed maximum aggregate offering price per common share will be determined from time to time in connection with, and at the time of, sale by the holder of such common shares named in the registration statement.
- (6) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act based on an average of the high and low reported sales prices of the registrant's common shares as reported on the New York Stock Exchange on December 11, 2017.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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### **Explanatory Note**

This Amendment No. 2 to Registration Statement on Form S-3 (File No. 333-221526) of Myovant Sciences Ltd. is being filed solely to file Exhibit 23.1. This Amendment No. 2 to Registration Statement does not modify any provision of the prospectus that forms a part of this Amendment No. 2 to Registration Statement. Accordingly, the prospectus has been omitted.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 14. Other Expenses of Issuance and Distribution**

The following table sets forth the estimated costs and expenses, other than underwriting discounts and commissions, payable by the registrant in connection with the offering of the securities being registered. All the amounts shown are estimates, except for the SEC registration fee.

	<u>Amount to be paid</u>
Registration fee	\$ 37,423.17
FINRA Filing fee	*
Printing and engraving expenses	*
Legal fees and expenses	*
Trustee's and transfer agent's fees and expenses	*
Accounting fees and expenses	*
Rating agency fees	*
Miscellaneous	*
<b>TOTAL</b>	<u>\$</u> *

\* These fees and expenses depend on the securities offered and the number of issuances, and accordingly cannot be estimated at this time.

**Item 15. Indemnification of Officers and Directors**

Section 98 of the Companies Act provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favor or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to section 281 of the Companies Act.

We have adopted provisions in our bye-laws that provide that we shall indemnify our officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty. Our bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the company, against any of the company's directors or officers for any act or failure to act in the performance of such director's or officer's duties, except in respect of any fraud or dishonesty of such director or officer. Section 98A of the Companies Act permits us to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not we may otherwise indemnify such officer or director. We have purchased and maintain a directors' and officers' liability policy for such a purpose.

We have entered into indemnification agreements with each of our directors and executive officers. These indemnification agreements provide the directors and executive officers with contractual rights to indemnification and expense advancement that are, in some cases, broader than the specific indemnification provisions contained under Bermuda law. These indemnification agreements may require us, among other things, to indemnify our directors against liabilities that may arise by reason of their status or service as directors, other than liabilities arising from willful misconduct. These indemnification agreements also may require us to

advance any expenses incurred by the directors as a result of any proceeding against them as to which they could be indemnified. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of our officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

The foregoing may reduce the likelihood of derivative litigation against our directors and executive officers and may discourage or deter shareholders or management from suing directors or executive officers for breaches of their duty of care, even though such actions, if successful, might otherwise benefit the company and our shareholders.

At present, there is no pending litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought, nor are we aware of any threatened litigation that may result in claims for indemnification by the registrant.

The underwriting agreement that we or the selling securityholder may enter into, Exhibit 1.1 to this Registration Statement, will provide for indemnification by any underwriters of the company, our directors, our officers who sign the registration statement and our controlling persons, if any, and the selling securityholder for some liabilities, including liabilities arising under the Securities Act.

## **Item 16. Exhibits and Financial Statement Schedules**

<u>Exhibit Number</u>	<u>Description of Document</u>
1.1	Form of Underwriting Agreement (1)
3.1	<a href="#">Certificate of Incorporation (2)</a>
3.2	<a href="#">Memorandum of Association (3)</a>
3.3	<a href="#">Third Amended and Restated Bye-laws (4)</a>
4.1	<a href="#">Form of Debt Indenture between the Registrant and one or more trustees to be named (5)</a>
4.2	Form of Note (1)
4.3	<a href="#">Form of Common Share Warrant Agreement and Warrant Certificate (6)</a>
4.4	<a href="#">Form of Preference Share Warrant Agreement and Warrant Certificate (7)</a>
4.5	<a href="#">Form of Debt Securities Warrant Agreement and Warrant Certificate (8)</a>
4.6	Form of Certificate of Designations of Preference Shares (1)
4.7	<a href="#">Warrant Agreement, dated October 16, 2017, issued to Hercules Capital, Inc. (9)</a>
5.1	<a href="#">Opinion of Conyers Dill &amp; Pearman Limited as to legality (10)</a>
5.2	<a href="#">Opinion of Cooley LLP (11)</a>
12.1	Statement Regarding Computation of Ratios (1)
23.1	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Conyers Dill &amp; Pearman Limited (included in Exhibit 5.1)</a>
23.3	<a href="#">Consent of Cooley LLP (included in Exhibit 5.2)</a>
24.1	<a href="#">Power of Attorney (12)</a>
25.1	Statement of Eligibility of Trustee under the Debt Indenture (1)

- (1) To be filed by amendment or by a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference, if applicable.
- (2) Previously filed as Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 (File No. 333-213891), filed on September 30, 2016, and incorporated by reference herein.
- (3) Previously filed as Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 (File No. 333-213891), filed on September 30, 2016, and incorporated by reference herein.
- (4) Previously filed as Exhibit 3.1 of the Registrant's Current Report on Form 8-K (File No. 001-37929) filed on February 9, 2018, and incorporated by reference herein.
- (5) Previously filed as Exhibit 4.1 of the Registrant's Registration Statement on Form S-3 (File No. 333-221526) filed on November 13, 2017, and incorporated by reference herein.
- (6) Previously filed as Exhibit 4.3 of the Registrant's Registration Statement on Form S-3 (File No. 333-221526) filed on November 13, 2017, and incorporated by reference herein.
- (7) Previously filed as Exhibit 4.4 of the Registrant's Registration Statement on Form S-3 (File No. 333-221526) filed on November 13, 2017, and incorporated by reference herein.
- (8) Previously filed as Exhibit 4.5 of the Registrant's Registration Statement on Form S-3 (File No. 333-221526) filed on November 13, 2017, and incorporated by reference herein.
- (9) Previously filed as Exhibit 4.1 of the Registrant's Current Report on Form 8-K (File No. 001-37929) filed on October 16, 2017, and incorporated by reference herein.
- (10) Previously filed as Exhibit 5.1 of the Registrant's Registration Statement on Form S-3/A (File No. 333-221526) filed on December 15, 2017, and incorporated by reference herein.
- (11) Previously filed as Exhibit 5.2 of the Registrant's Registration Statement on Form S-3/A (File No. 333-221526) filed on December 15, 2017, and incorporated by reference herein.
- (12) Previously filed as Exhibit 24.1 of the Registrant's Registration Statement on Form S-3 (File No. 333-221526) filed on November 13, 2017, and incorporated by reference herein.

**Item 17. Undertakings**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that the undertakings set forth in paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statements or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser: (i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424; (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant; (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) That for purposes of determining any liability under the Securities Act, (i) the information omitted from the form of prospectus filed as part of the registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be a part of the registration statement as of the time it was declared effective; and (ii) each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(8) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Brisbane, California, on March 23, 2018.

### MYOVANT SCIENCES LTD.

By: /s/ Lynn Seely

Lynn Seely  
(Principal Executive Officer and Director)

Pursuant to the requirements of the Securities Act, this Amendment No. 2 to the registration statement has been signed below 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</u> Lynn Seely	Principal Executive Officer and Director	March 23, 2018
<u>/s/ Frank Karbe</u> Frank Karbe	Principal Financial and Accounting Officer	March 23, 2018
<u>*</u> Mark Altmeyer	Director	March 23, 2018
<u>*</u> Wayne DeVeydt	Director	March 23, 2018
<u>*</u> Keith Manchester	Director	March 23, 2018
<u>*</u> Vivek Ramaswamy	Director	March 23, 2018
<u>*</u> Kathleen Sebelius	Director	March 23, 2018
<u>*</u> Terrie Curran	Director	March 23, 2018

\*By: /s/ Frank Karbe  
Frank Karbe  
Attorney-in-fact

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption "Experts" in Amendment No. 2 to the Registration Statement (Form S-3 No. 333-221526) and related Prospectus of Myovant Sciences Ltd. for the registration of up to \$300,000,000 of its Common Shares, Preference Shares, Debt Securities and Warrants and 49,800 Common Shares Offered by the Selling Securityholder and to the incorporation by reference therein of our report dated June 14, 2017, with respect to the consolidated financial statements of Myovant Sciences Ltd. included in its Annual Report (Form 10-K) for the year ended March 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey  
March 23, 2018