

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Roivant Sciences Ltd.		2. Issuer Name and Ticker or Trading Symbol Immunovant, Inc. [IMVT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) SUITE 1, 3RD FLOOR, 11-12 ST. JAMES'S SQUARE		3. Date of Earliest Transaction (Month/Day/Year) 05/12/2020			
(Street) LONDON, X0 SW1Y 4LB		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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)	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 Stock, \$0.0001 par value per share	05/12/2020		J	(1)(2)	8,773,969	A	(1) (2)	47,213,419	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roivant Sciences Ltd. SUITE 1, 3RD FLOOR 11-12 ST. JAMES'S SQUARE LONDON, X0 SW1Y 4LB		X		

## Signatures

/s/ Marianne Romeo Dinsmore, as Authorized Signatory		05/14/2020
**Signature of Reporting Person		Date

## Explanation of Responses:

\* 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).

(1) On December 18, 2019 (the "Closing Date"), Immunovant Sciences Ltd. ("ISL") and Health Sciences Acquisition Corporation ("HSAC") closed the transactions contemplated by a Share Exchange Agreement, dated as of September 29, 2019 (the "Agreement"), pursuant to which HSAC acquired 100% of the issued and outstanding common shares of ISL in exchange for shares of common stock of HSAC ("Common Stock"), and ISL became a wholly owned subsidiary of HSAC (the "Transaction"). At closing of the Transaction, HSAC changed its name to Immunovant, Inc. (the "Company").

(2) Pursuant to the terms of the Agreement and as part of the Transaction, Roivant received, among other consideration, certain rights to receive additional shares of Common Stock upon the achievement of certain milestones, as described in the Agreement (the "Earnout Rights"), including 8,773,969 shares of Common Stock if the volume weighted average sale price of the Common Stock equaled or exceeded \$17.50 for any 20 trading days within a 30-day trading period during the period starting on the Closing Date and ending on March 31, 2023 (the "Milestone"). On May 12, 2020, the Milestone was achieved and Roivant became entitled to receive 8,773,969 shares of Common Stock as additional consideration for the Transaction and without the need for any additional consideration. Roivant's Earnout Rights became fixed and irrevocable on the Closing Date.

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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