(Street)

GREENWICH

CT

06830

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

10% Owner

below)

Other (specify

7. Nature

of Indirect

Beneficial Ownership

11. Nature

of Indirect Beneficial

Ownership

(Instr. 4)

(Instr. 4)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 \mathbf{X}

6. Ownership

Form: Direct

(D) or Indirect (I) (Instr. 4)

10.

Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

Former 10% Owner

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person Form filed by More than One Reporting

Director

5. Amount of

Reported Transaction(s)

(Instr. 3 and 4)

9. Number of

derivative Securities

Owned Following

(Instr. 4)

Beneficially

Reported Transaction(s)

Securities Beneficially Owned Following

Officer (give title

ge Act of 1934 of 1940

Instruct	ion 1(b).			Fil									es Exchang npany Act o			934			
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(City)	(St	ate) (Zip)														X	Forn Pers	
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		Ta	ıble II - I	Deriva	tive 9	Seci	uri	ties	Δcαιι		d Dis		Amount	(A) or D)	Pri		(Instr.	
	l.		(e.g., p	uts,			warr	ants,	ор	tions,	CC	nvertib	le se	cur	ities	5)		Γ <u>.</u>
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Trans Code 8)	sactio e (Inst		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	Exp	Oate Exer Diration C Dinth/Day	ate	•	7. Titi Amor Secu Unde Deriv Secu and 4	unt of rities rlyinq ative rity (I	f g	Der Sed (Ins	Price of ivative curity str. 5)	9. d S B O F R Ti (I
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Explanation of Responses:

Remarks:

This Form 4 relates to the Common Shares, no par value (the "Common Shares"), of Arbutus Biopharma Corporation (the "Issuer"). On July 10, 2019, the board of directors of Roivant Sciences Ltd. ("Roivant") adopted changes to Roivant's internal governance concerning the disposition of the Common Shares and other matters relating to oversight of Roivant's business and governance. Following the amendments adopted on July 10, 2019, disposition of the Common Shares requires either the approval of a majority of Roivant's board, including (i) at least two directors meeting certain independence criteria (each, an "Independent Director" and, collectively, the "Independent Directors") or, (ii) if there is only one Independent Director, that sole Independent Director. Andrew Lo and Patrick Machado are currently Independent Directors of Roivant. However, the vote of a majority of Roivant's shareholders holding 5% or more of Roivant's shares (other than Vivek Ramaswamy) may override certain decisions of Roivant's board of directors, including with respect to dispositions of Common Shares. As a result of these changes, the Reporting Persons and other major shareholders of Roivant no longer have the individual right to veto dispositive decisions of Roivant's board of directors regarding disposition of the Common Shares, and so have ceased to have beneficial ownership of the Common Shares directly owned by Roivant. Roivant's ownership of the Issuer's Common Shares remains unchanged and this filing is not being made as a result of the purchase or sale of Common Shares of the Issuer by any party, including the Reporting Persons.

 /s/ O. Andreas Halvorsen
 07/12/2019

 /s/ David C. Ott
 07/12/2019

 /s/ Rose S. Shabet
 07/12/2019

 ** Signature of Reporting Person
 Date

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

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.

 $^{^{\}star}$ 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).