FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

					16(a) of the Securities Ex f the Investment Company			1934				
	d Address of Rep	-	Pequirir	of Event ng Statement Day/Year) 2021	3. Issuer Name and Ticker or Trading Symbol Verona Pharma plc [ VRNA ]							
(Last) 601 LEXI 54TH FLO	(First) INGTON AVE OOR	(Middle) ENUE							Filed (Month/Day/Year)  /ner  6. Individual or Joint/Group Fi			
(Street) NEW YORK	NY	10022-46	529		title below)		below)			Person	by One Reporting by More than One Person	
(City)	(State)	(Zip)										
			Table I - N	on-Deriva	tive Securities Ber	nefic	ially O	wned				
1. Title of Security (Instr. 4)					2. Amount of Securitie Beneficially Owned (In 4)		3. Own Form: I (D) or I (I) (Inst	Direct ndirect		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Ordinary Shares					40,225,392(1)			I See Footnotes <sup>(2)(3)</sup>			(3)	
		(€			ve Securities Benef ants, options, conv				)			
Exp		2. Date Exerc Expiration Day/\(\text{Month/Day/}\)	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of		e Form:	6. Nature of Indirect Beneficial Ownership (Instr.		
			Date Exercisable	Expiration Date	Title	Nur	ount or mber of ares	Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)	
Ordinary S buy)	Share Warrant	(right to	05/02/2017	05/02/2022	Ordinary Shares	1,8	67,939	2.35	5(4)	I	See footnotes <sup>(2)(3)</sup>	
ORBIM (Last)	d Address of Rep	SORS LLO										
601 LEXI	INGTON AVE	ENUE		1								

1. Name and Address of Reporting Person*  ORBIMED ADVISORS LLC								
(Last)	(First)	(Middle)						
601 LEXINGTON AVENUE								
54TH FLOOR								
(Street) NEW YORK	NY	10022-4629						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person*  OrbiMed Capital GP VI LLC								
(Last)	(First)	(Middle)						
601 LEXINGTON AVENUE, 54TH FLOOR								
(Street)								
NEW YORK	NY	10022						
(City)	(State)	(Zip)						

- 1. Consists of 5,028,174 American Depository Shares ("ADSs") held of record by OrbiMed Private Investments VI, LP ("OPI VI"). Each ADS represents eight (8) Ordinary Shares of the Issuer
- 2. These securities are held of record by OPI VI. OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI and OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OPI VI and as a result may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises its investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the securities held by OPI VI.
- 3. This report on Form 4 is jointly filed by OrbiMed Advisors and GP VI. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any of the reporting persons is a beneficial owner of such securities for the purposes of Section 16 of the Exchange Act, or for any other purposes. The Reporting Persons have designated Rishi Gupta, an employee of OrbiMed Advisors, to serve on the Issuer's board of directors.
- 4. The exercise price of the warrants is GBP 1.7238 per Ordinary Share. The amount in column 4 is converted to USD using the exchange rate as of December 31, 2020 as reported by the H. 10 statistical release of the Board of Governors of the Federal Reserve System.

/s/ Douglas Coon, Chief
Compliance Officer,
OrbiMed Advisors LLC
/s/ Douglas Coon, Chief
Compliance Officer,
OrbiMed Capital GP VI
LLC
\*\* Signature of Reporting
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 5 (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.