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

**SCHEDULE 13D** 

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Verona Pharma plc

(Name of Issuer)

# Ordinary Shares, nominal value £0.05

(represented by American Depositary Shares) (Title of Class of Securities)

#### 925050106

(CUSIP Number)

Louis S. Citron, Esq. New Enterprise Associates 1954 Greenspring Drive, Suite 600, Timonium, MD 21093 (410) 842-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### July 22, 2020

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP No. 925050106	13D	Page 2 of 34 Pages		

1.	NAMES OF REPORTING PERSONS.							
	Growth Equ	ity Oppor	tunities 17, LLC					
2.	СНЕСК ТНІ	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (b)						
3.	SEC USE OF	NLY						
4.	SOURCE OF	SOURCE OF FUNDS (see instructions)  WC						
5.	CHECK BOX	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6.			CE OF ORGANIZATION  Dility Company					
-		7.	SOLE VOTING POWER  0 Shares					
SH	BER OF ARES ICIALLY	8.	SHARED VOTING POWER  42,638,131 shares					
REPO	BY EACH ORTING ON WITH	9.	SOLE DISPOSITIVE POWER  0 Shares					
		10.	SHARED DISPOSITIVE POWER  42,638,131 shares					
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  42,638,131 shares							
12.	CHECK BO	OX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT 10.2%	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)					
14.	OO	REPORTIN	NG PERSON (see instructions)					

CUSIP No. 925050106				13D		age 3 of 34 Pages				
1.	NAMES OF REPORTING PERSONS.									
1.	New Enterp	New Enterprise Associates 17, L.P.								
2.	СНЕСК ТНІ	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a)  (b)  (b)								
3.	SEC USE O	SEC USE ONLY								
4.	SOURCE OF	F FUNDS (	see instructions	s)						
	WC									
5.	CHECK BO	X IF DISCI	LOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUAN	T TO ITEMS 2(d) or 2(e)					
6.	CITIZENSH	IP OR PLA	CE OF ORGA	NIZATION						
	Delaware Li	mited Part	nership							
		7.	SOLE VOT	ING POWER						
			0 Shares							
		8.	SHARED V	OTING POWER						
SHA	BER OF ARES ICIALLY		42,638,131	shares						
	BY EACH RTING	9.	SOLE DISI	POSITIVE POWER						
PERSO	N WITH		0 Shares							
		10.	SHARED I	DISPOSITIVE POWER						
			42,638,131	shares						
11.	AGGREGA	ATE AMOU	JNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSON	N					
	42,638,131 shares									
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)									
13.	PERCENT	OF CLAS	S REPRESENT	TED BY AMOUNT IN ROW (11)						
	10.2%									
14.	TYPE OF	REPORTIN	IG PERSON (s	ee instructions)						
PN										

CUSIP	No. 925050106	<b>S</b>		13D	Page 4 of 34 I	Pages				
1.		NAMES OF REPORTING PERSONS.								
	NEA Partne	ers 17, L.P								
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) [ (b) [									
3.	SEC USE O	SEC USE ONLY								
4.	SOURCE O	F FUNDS	(see instructions)							
	AF									
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)									
6.	CITIZENSH	IP OR PL	ACE OF ORGAN	IIZATION						
	Delaware L	imited Par	rtnership							
		7.	SOLE VOTIN	NG POWER						
			0 Shares							
		8.	SHARED VC	OTING POWER						
SH	BER OF ARES FICIALLY		42,638,131 sł	nares						
	BY EACH ORTING	9.	SOLE DISPO	OSITIVE POWER						
PERSO	ON WITH		0 Shares							
		10.	SHARED DI	SPOSITIVE POWER						
			42,638,131 sł	nares						
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON									
	42,638,131	shares								
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)									
- <b>-</b> •										
13.	PERCENT	OF CLAS	S REPRESENTE	ED BY AMOUNT IN ROW (11)						
	10.2%									
14.	TYPE OF REPORTING PERSON (see instructions)									

PN

CUSIP	No. 925050106			13D			Page 5 of 34 Pages		
1.		NAMES OF REPORTING PERSONS.  NEA 17 GP, LLC							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) □ (b) □								
3.	SEC USE ON	SEC USE ONLY							
4.	SOURCE OF	SOURCE OF FUNDS (see instructions)  AF							
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)								
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware Limited Liability Company								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7. 8.	0 Shares	OTING POWER					
		9.	SOLE DISF	OSITIVE POWER  ISPOSITIVE POWER					
		10.	42,638,131						
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 42,638,131 shares								
12.	CHECK BO	OX IF THE	AGGREGATI	E AMOUNT IN ROW (11) EXCLUDE	ES CERTAIN	SHARES (see instructions)			
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  10.2%								

TYPE OF REPORTING PERSON (see instructions)

14.

 $\mathbf{oo}$ 

CUSIP No. 925050106	13D	Page 6 of 34 Pages
		•

1.	NAMES OF REPORTING PERSONS.								
	Growth Equ	ity Oppor	tunities Fund IV, LLC						
2.	СНЕСК ТНІ	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a)  (b)  (b)							
3.	SEC USE Of	SEC USE ONLY							
4.	SOURCE OF	SOURCE OF FUNDS (see instructions)  WC							
5.	CHECK BOX	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)							
6.	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION						
	Delaware Li	mited Lial	bility Company						
		7.	SOLE VOTING POWER  0 Shares						
SH	BER OF ARES ICIALLY	8.	SHARED VOTING POWER  42,638,131 shares						
REPO	BY EACH ORTING ON WITH	9.	SOLE DISPOSITIVE POWER  0 Shares						
		10.	SHARED DISPOSITIVE POWER  42,638,131 shares						
11.	AGGREGA 42,638,131		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12.	СНЕСК В	OX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)						
13.	PERCENT	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)						
	10.2%								
14.	TYPE OF I	REPORTIN	NG PERSON (see instructions)						
	00								

CUSIP	CUSIP No. 925050106			13D	Page 7 of 34 Pages			
	NAMES OF	DEDODTI	NG PERSONS.					
1.								
	New Enterprise Associates 15, L.P.							
2.	CHECK TH	E APPROI	PRIATE BOX IF	A MEMBER OF A GROUP (see instructions)	(a) ☐ (b) ☐			
3.	SEC USE O	NLY						
1	SOURCE O	F FUNDS	(see instructions)					
4.	AF	1 1 01 120	(occ monucuono)					
5.	CHECK BO	X IF DISC	LOSURE OF LE	GAL PROCEEDINGS IS REQUIRED PURSUAN	T TO ITEMS 2(d) or 2(e)			
6.	CITIZENSH	IIP OR PL	ACE OF ORGAN	IIZATION				
	Delaware L	imited Par	tnership					
		7	SOLE VOTI	NG POWER				
		7.	0 Shares	101010				
			0 Shares					
NUMI	BER OF	8.	SHARED VO	OTING POWER				
SHA	ARES ICIALLY		42,638,131 sl	nares				
OWNED	BY EACH ORTING	9.	SOLE DISPO	OSITIVE POWER				
	N WITH		0 Shares					
		10.	SHARED DI	SPOSITIVE POWER				
		10.	42,638,131 sl					
	<u> </u>		,,					
11.	AGGREG	ATE AMO	UNT BENEFICIA	ALLY OWNED BY EACH REPORTING PERSO	1			
	42,638,131	l shares						
12.	CHECK B	OX IF TH	E AGGREGATE	AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES (see instructions)			
12	PERCENT	OF CLAS	S REPRESENTE	ED BY AMOUNT IN ROW (11)				
13.	10.2%	. OI CLAS	O KLI KEJLIVII	DI MIOONI IN NOW (II)				
	10.2%							
14.	TYPE OF REPORTING PERSON (see instructions)							

PN

CUSIP	No. 925050100	6		13D	Page 8 of 34 Page	!S				
1.		NAMES OF REPORTING PERSONS.  NEA Partners 15, L.P.								
2.	CHECK TH	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (b)								
3.	SEC USE O	SEC USE ONLY								
4.	SOURCE OI	SOURCE OF FUNDS (see instructions)  AF								
5.	CHECK BO	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)								
6.	CITIZENSH  Delaware Li		ACE OF ORGA	NIZATION						
	BER OF	7. 8.	0 Shares	OTING POWER						
BENEF OWNED REPO	ARES ICIALLY BY EACH RTING N WITH	9.		POSITIVE POWER						
		10.	SHARED I 42,638,131	DISPOSITIVE POWER shares						
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 42,638,131 shares									
12.	CHECK B	OX IF THE	E AGGREGAT	E AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  10.2%									
14.		REPORTIN	NG PERSON (s	ee instructions)						
1	PN									

CUSIP	CUSIP No. 925050106			13D	Page 9 of 34 Pages					
1.	NAMES OF	REPORTII	NG PERSONS							
	NEA 15 GP,	NEA 15 GP, LLC								
2.	CHECK THI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (b)								
3.	SEC USE O	SEC USE ONLY								
4.	SOURCE O	F FUNDS (	see instructions	5)						
	AF									
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)									
6.	CITIZENSH	IP OR PLA	CE OF ORGA	NIZATION						
	Delaware Li	mited Lial	oility Compan	y						
		7.	SOLE VOT	ING POWER						
			0 Shares							
		8.	SHARED V	OTING POWER						
SHA	BER OF ARES ICIALLY		42,638,131	shares						
OWNED REPO	BY EACH PRTING	9.	SOLE DISI	POSITIVE POWER						
PERSO	N WITH		0 Shares							
		10.	SHARED I	DISPOSITIVE POWER						
			42,638,131	shares						
11.	AGGREGA	ATE AMOU	JNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON	ı					
	42,638,131 shares									
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)									
13.	PERCENT	OF CLAS	S REPRESENT	TED BY AMOUNT IN ROW (11)						
15.	10.2%									
14.	TYPE OF	REPORTIN	IG PERSON (s	ee instructions)						
	00									

CUSIP No. 925050106				13D	Page 10 of 34 Pages					
1.		NAMES OF REPORTING PERSONS.  Forest Baskett								
2.	CHECK THI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (b)								
3.	SEC USE O	SEC USE ONLY								
4.	SOURCE OI	SOURCE OF FUNDS (see instructions)  AF								
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)									
6.		CITIZENSHIP OR PLACE OF ORGANIZATION  United States								
		7.	SOLE VOT	TING POWER						
SHA BENEF	BER OF ARES ICIALLY	8.	SHARED V	OTING POWER shares						
REPO	BY EACH ORTING ON WITH	9.	SOLE DIS	POSITIVE POWER						
		10.	SHARED I 42,638,131	DISPOSITIVE POWER shares						
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 42,638,131 shares									
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)									
13.	PERCENT 10.2%	OF CLAS	S REPRESEN	TED BY AMOUNT IN ROW (11)						
14.		REPORTIN	NG PERSON (	ee instructions)						
	IN									

1.	NAMES OF REPORTING PERSONS.								
	Ali Behbaha	ni							
2.	CHECK THI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (D)							
3.	SEC USE O	NLY							
4.		F FUNDS (	see instructions)						
	AF								
5.	CHECK BO	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)						
6.			ACE OF ORGANIZATION						
	United State	es							
		7.	SOLE VOTING POWER						
			0 Shares						
		8.	SHARED VOTING POWER						
SH	BER OF ARES ICIALLY		31,111,112 shares						
OWNED	BY EACH DRTING	9.	SOLE DISPOSITIVE POWER						
PERSO	ON WITH		0 Shares						
		10.	SHARED DISPOSITIVE POWER						
			31,111,112 shares						
11.	AGGREGA	ATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	31,111,112	shares							
12.	CHECK B	OX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)						
13.	PERCENT	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)						
	7.5%								
14.	TYPE OF	REPORTIN	NG PERSON (see instructions)						
	IN								

1.	NAMES OF REPORTING PERSONS.					
	Carmen Chang					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a (b)					
3.	SEC USE ONLY					
4.	SOURCE O	F FUNDS (	(see instructions)			
5.	СНЕСК ВО	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  United States					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<ul><li>7.</li><li>8.</li><li>9.</li><li>10.</li></ul>	SOLE VOTING POWER  0 Shares  SHARED VOTING POWER  31,111,112 shares  SOLE DISPOSITIVE POWER  0 Shares  SHARED DISPOSITIVE POWER  31,111,112 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.5%					
14.	TYPE OF REPORTING PERSON (see instructions)  IN					

1.	NAMES OF REPORTING PERSONS.					
	Anthony A. Florence, Jr.					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b) (b)					
3.	SEC USE Of	NLY				
	SOLID SELON	ELDIDG (				
4.	AF	· FUNDS (	see instructions)			
5.	CHECK BOX	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
_	CITIZENCII	ID OD DI A	CE OF ODG ANIZATION	_		
6.	United State		ACE OF ORGANIZATION			
	United State	S				
		7.	SOLE VOTING POWER			
			0 Shares			
		8.	SHARED VOTING POWER			
NUMBER OF SHARES BENEFICIALLY			42,638,131 shares			
OWNED	BY EACH ORTING	9.	SOLE DISPOSITIVE POWER			
	N WITH		0 Shares			
		10.	SHARED DISPOSITIVE POWER			
			42,638,131 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	42,638,131 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	10.2%					
14.	TYPE OF I	REPORTIN	NG PERSON (see instructions)			
	IN					

1.	NAMES OF REPORTING PERSONS.					
	Liza Landsman					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) (b)					
3.	SEC USE ONLY					
4.	SOURCE OF FUNDS (see instructions)  AF					
5.	СНЕСК ВО	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  United States					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<ul><li>7.</li><li>8.</li><li>9.</li><li>10.</li></ul>	SOLE VOTING POWER  0 Shares  SHARED VOTING POWER  31,111,112 shares  SOLE DISPOSITIVE POWER  0 Shares  SHARED DISPOSITIVE POWER  31,111,112 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.5%					
14.	TYPE OF REPORTING PERSON (see instructions)  IN					

1.	NAMES OF REPORTING PERSONS.					
	Mohamad H. Makhzoumi					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) (b)					
3.	SEC USE ONLY					
4.	SOURCE OF FUNDS (see instructions)  AF					
5.	CHECK BO	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  United States					
SHA BENEF OWNED REPO	BER OF ARES ICIALLY BY EACH ORTING ON WITH	7. 8. 9.	SOLE VOTING POWER  0 Shares  SHARED VOTING POWER  42,638,131 shares  SOLE DISPOSITIVE POWER  0 Shares  SHARED DISPOSITIVE POWER  42,638,131 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  42,638,131 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  10.2%					
14.	TYPE OF REPORTING PERSON (see instructions)  IN					

1.	NAMES OF REPORTING PERSONS.					
	Joshua Makower					
2.	CHECK THI	E APPROP	RIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a)		
3.	SEC USE ONLY					
4.	SOURCE OF	F FUNDS (	see instructions)			
5.	CHECK BO	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.	CITIZENSH United State		ACE OF ORGANIZATION			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.	SOLE VOTING POWER  0 Shares			
		8.	SHARED VOTING POWER  42,638,131 shares			
		9.	SOLE DISPOSITIVE POWER  0 Shares			
		10.	SHARED DISPOSITIVE POWER  42,638,131 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  42,638,131 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  10.2%					
14.	TYPE OF REPORTING PERSON (see instructions)  IN					

CUSIP No. 925050106	13D	Page 17 of 34 Pages

1. NAMES OF REPORTING PERSONS.  Edward T. Mathers  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  3. SEC USE ONLY  4. SOURCE OF FUNDS (see instructions)  AF  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  6. CITIZENSHIP OR PLACE OF ORGANIZATION  United States  7. SOLE VOTING POWER 0 Shares  8. SHARED VOTING POWER 31,111,112 shares  9. SOLE DISPOSITIVE POWER 31,111,112 shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
3. SEC USE ONLY  4. SOURCE OF FUNDS (see instructions) AF  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  6. CITIZENSHIP OR PLACE OF ORGANIZATION United States  7. SOLE VOTING POWER 0 Shares  8. SHARED VOTING POWER 31,111,112 shares  9. SOLE DISPOSITIVE POWER 0 Shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
4. SOURCE OF FUNDS (see instructions)  AF  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  6. CITIZENSHIP OR PLACE OF ORGANIZATION United States  7. SOLE VOTING POWER 0 Shares  8. SHARED VOTING POWER 31,111,112 shares  9. SOLE DISPOSITIVE POWER 0 Shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  31,111,112 shares	(a)				
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  6. CITIZENSHIP OR PLACE OF ORGANIZATION United States  7. SOLE VOTING POWER 0 Shares  8. SHARED VOTING POWER 31,111,112 shares  9. SOLE DISPOSITIVE POWER 0 Shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
6. CITIZENSHIP OR PLACE OF ORGANIZATION United States  7. SOLE VOTING POWER 0 Shares  8. SHARED VOTING POWER 31,111,112 shares  9. SOLE DISPOSITIVE POWER 0 Shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
United States  7. SOLE VOTING POWER  0 Shares  8. SHARED VOTING POWER  31,111,112 shares  9. SOLE DISPOSITIVE POWER  0 Shares  10. SHARED DISPOSITIVE POWER  31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  31,111,112 shares					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9. SOLE DISPOSITIVE POWER 0 Shares  10. SHARED DISPOSITIVE POWER 31,111,112 shares  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,111,112 shares					
31,111,112 shares					
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	31,111,112 shares				
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)				
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.5%					
14. TYPE OF REPORTING PERSON (see instructions) IN					

CUSIP No. 925050106	13D	Page 18 of 34 Pages
		, , , , , , , , , , , , , , , , , , , ,

1.	NAMES OF REPORTING PERSONS.					
	Scott D. Sa	ndell				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)					
3.	SEC USE O	NLY				
4.		F FUNDS (	(see instructions)			
	AF					
5.	CHECK BO	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6.			ACE OF ORGANIZATION			
	United State	es .	T			
		7.	SOLE VOTING POWER			
			0 Shares			
NITIME	PED OF	8.	SHARED VOTING POWER			
SHA	NUMBER OF SHARES BENEFICIALLY		42,638,131 shares			
REPO	BY EACH RTING	9.	SOLE DISPOSITIVE POWER			
PERSO	N WITH		0 Shares			
		10.	SHARED DISPOSITIVE POWER			
			42,638,131 shares			
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	42,638,131 shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)					
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	10.2%					
14.	TYPE OF	REPORTIN	NG PERSON (see instructions)			
	IN					

CUSIP No. 925050106	13D	Page 19 of 34 Pages
COSII 110. J23030100	132	1 age 13 01 34 1 ages

1.	NAMES OF REPORTING PERSONS.						
	Peter W. Sonsini						
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)						
				(b) 🗖			
3.	SEC USE ONLY						
4.	SOURCE OF FUNDS (see instructions)						
	AF						
5.	CHECK BOX	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				
6.	CITIZENSH	IP OR PLA	ICE OF ORGANIZATION				
	United State	S					
•		7.	SOLE VOTING POWER				
			0 Shares				
		8.	SHARED VOTING POWER				
SH	BER OF ARES ICIALLY		42,638,131 shares				
OWNED REPO	BY EACH ORTING	9.	SOLE DISPOSITIVE POWER				
PERSO	ON WITH		0 Shares				
		10.	SHARED DISPOSITIVE POWER				
			42,638,131 shares				
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	42,638,131	shares					
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)						
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	10.2%						
14.	TYPE OF I	REPORTIN	IG PERSON (see instructions)				
	IN						

CUSIP No. 925050106	13D	Page 20 of 34 Pages

1.	NAMES OF	REPORTI	NG PERSONS.	
	Paul Walke	er		
2.	CHECK THI	E APPROP	PRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a)
3.	SEC USE Of	NLY		
4.	SOURCE OF	F FUNDS (	(see instructions)	
	AF			
5.	CHECK BOX	X IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
6.	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION	
	United State	es		
		7.	SOLE VOTING POWER  0 Shares	
SHA BENEFI	EER OF IRES CIALLY	8.	SHARED VOTING POWER  31,111,112 shares	
REPO	BY EACH RTING N WITH	9.	SOLE DISPOSITIVE POWER  0 Shares	
		10.	SHARED DISPOSITIVE POWER  31,111,112 shares	
11.	AGGREGA 31,111,112		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12.	CHECK BO	OX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	
13.	PERCENT <b>7.5%</b>	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
14.	TYPE OF I	REPORTIN	NG PERSON (see instructions)	

1.	NAMES OF	REPORTIN	NG PERSONS.	
	Rick Yang			
2.	CHECK THE	E APPROP	RIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a)
3.	SEC USE ON	NLY		
4.	SOURCE OF	F FUNDS (	see instructions)	
	AF			
5.	СНЕСК ВО	X IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
6.	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION	
	United State	s citizen		
SHA BENEFI OWNED REPO	BER OF ARES ICIALLY BY EACH RTING N WITH	7. 8. 9.	SOLE VOTING POWER  0 Shares  SHARED VOTING POWER  31,111,112 shares  SOLE DISPOSITIVE POWER  0 Shares  SHARED DISPOSITIVE POWER	
		10.	31,111,112 shares	
11.	AGGREG <i>i</i> 31,111,112		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12.	CHECK BO	OX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)	
13.	PERCENT	OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	7.5%			
14.	TYPE OF I	REPORTIN	IG PERSON (see instructions)	
	IN			

#### Schedule 13D

#### Item 1. Security and Issuer.

This Amendment No. 1 ("Amendment No. 1") to Schedule 13D amends and restates the statement on Schedule 13D originally filed on May 9, 2017 relating to the ordinary shares, nominal value £0.05 per share (the "Ordinary Shares"), including Ordinary Shares represented by American Depositary Shares (the "ADS"), with each ADS representing eight Ordinary Shares, of Verona Pharma plc (the "Issuer") having its principal executive office at 3 More London Riverside, London SE1 2RE, United Kingdom.

Certain terms used but not defined herein in this Amendment No. 1 have the meanings assigned thereto in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D.

#### Item 2. <u>Identity and Background</u>.

This statement is being filed by:

- (a) Growth Equity Opportunities Fund IV, LLC ("GEO 15"), Growth Equity Opportunities 17, LLC ("GEO 17" and, together with GEO 15, the "GEO Entities");
- (b) New Enterprise Associates 15, L.P. ("NEA 15"), which is the sole member of GEO 15, New Enterprise Associates 17, L.P. ("NEA 17" and, together with NEA 15, the "Funds"), which is the sole member of GEO 17; NEA Partners 15, L.P. ("NEA Partners 15"), which is the sole general partner of NEA 15, NEA Partners 17, L.P. ("NEA Partners 17" and, together with NEA Partners 15, the "GPLPs"), which is the sole general partner of NEA 17; and NEA 15 GP, LLC ("NEA 15 LLC"), which is the sole general partner of NEA Partners 15, NEA 17 GP, LLC ("NEA 17 LLC", together with "NEA 15 LLC" the "GP LLCs" and, collectively with the GPLPs, the "Control Entities"), which is the sole general partner of NEA Partners 17; and
- (c) Forest Baskett ("Baskett"), Ali Behbahani ("Behbahani"), Carmen Chang ("Chang"), Anthony A Florence, Jr. ("Florence"), Liza Landsman ("Landsman"), Mohamad H. Makhzoumi ("Makhzoumi"), Joshua Makower ("Makower"), Edward T. Mathers ("Mathers"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini"), Paul Walker ("Walker") and Rick Yang ("Yang") (together, the "Managers"), Peter J. Barris ("Barris"), David M. Mott ("Mott"), Jon M. Sakoda ("Sakoda") and Ravi Viswanathan ("Viswanathan").

Baskett, Florence, Makhzoumi, Makower, Sandell and Sonsini (the "Dual Managers") are managers of the GP LLCs. Behbahani, Chang, Landsman, Mathers, Walker and Yang are managers of NEA 17 LLC.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of each GEO Entity and each Control Entity is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Behbahani and Mathers is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Chang, Makhzoumi, Makower, Sandell, Sonsini, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence and Landsman is New Enterprise Associates, 104 5<sup>th</sup> Avenue, 19<sup>th</sup> Floor, New York, NY 10001.

The principal business of the GEO Entities and the Funds is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 15 is to act as the sole general partner of NEA 15. The principal business of NEA Partners 17 is to act as the sole general partner of NEA 17. The principal business of NEA 15 LLC is to act as the sole general partner of NEA Partners 15. The principal business of NEA 17 LLC is to act as the sole general partner of NEA Partners 17. The principal business of each of the Dual Managers is to manage the Control Entities, the GEO Entities and a number of affiliated partnerships with similar businesses. The principal business of each of Behbahani, Chang, Landsman, Mathers, Walker and Yang is to manage NEA 17 LLC, NEA Partners 17, NEA 17, GEO 17 and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The GEO Entities and GP LLCs are limited liability companies organized under the laws of the State of Delaware. The Funds and the GPLPs are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

#### Item 3. Source and Amount of Funds or Other Consideration.

On July 17, 2020, GEO 17 entered into a Securities Purchase Agreement among the Issuer, GEO 17 and certain other purchasers (the "Purchase Agreement"). The closing of the transaction contemplated by the Purchase Agreement took place on July 22, 2020 (the "Closing"), and at such closing GEO 17 acquired 3,888,889 ADS representing 31,111,112 Ordinary Shares (the "GEO 17 Shares") at an aggregate purchase price of \$17,500,000.50. Prior to the Closing, GEO 15 held 9,757,393 Ordinary Shares (the "GEO 15 Ordinary Shares") and a warrant to purchase 1,769,626 Ordinary Shares (the "GEO 15 Warrant Shares") and, together with the GEO 15 Ordinary Shares, the "GEO 15 Shares" and, collectively with the GEO 17 Shares, the "GEO Shares").

The working capital of GEO 15 was the source of the funds for the purchase of the GEO 15 Shares. The working capital of GEO 17 was the source of the funds for the purchase of the GEO 17 Shares. No part of the purchase price of the GEO Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the GEO Shares.

# Item 4. <u>Purpose of Transaction</u>.

The GEO Entities acquired the GEO Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, the GEO Entities and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;

- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

#### Item 5. <u>Interest in Securities of the Issuer</u>.

(a) GEO 15 is the record owner of the GEO 15 Shares. As the sole member of GEO 15, NEA 15 may be deemed to own beneficially the GEO 15 Shares. As the general partner of NEA 15, NEA Partners 15 may be deemed to own beneficially the GEO 15 Shares. As the sole general partner of NEA Partners 15, NEA 15 LLC may be deemed to own beneficially the GEO 15 Shares. GEO 17 is the record owner of the GEO 17 Shares. As the sole member of GEO 17, NEA 17 may be deemed to own beneficially the GEO 17 Shares. As the general partner of NEA 17, NEA Partners 17 may be deemed to own beneficially the GEO 17 Shares. As the sole general partner of NEA Partners 17, NEA 17 LLC may be deemed to own beneficially the GEO 17 Shares.

By virtue of their relationship as affiliated entities, whose Control Entities have overlapping individual controlling persons, each of the GEO Entities may be deemed to share the power to direct the disposition and vote of the GEO Shares. As sole members of the GEO Entities, each of the Funds may also be deemed to beneficially own the GEO Shares. As general partners of the Funds, each of the GPLPs may also be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 15, NEA 15 LLC may also be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 17, NEA 17 LLC may also be deemed to own beneficially the GEO Shares.

As individual managers of NEA 15 LLC and NEA 17 LLC, each of the Dual Managers may be deemed to own beneficially all of the GEO Shares. As managers of NEA 17 LLC, each of Behbahani, Chang, Landsman, Mathers, Walker and Yang may be deemed to own beneficially the GEO 17 Shares.

Each Reporting Person disclaims beneficial ownership of the GEO Shares other than those shares which such person owns of record.

The percentage of outstanding Ordinary Shares of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 416,047,920 Ordinary Shares deemed to be outstanding, which includes (i) 414,278,294 shares of Ordinary Shares reported to be outstanding on the Issuer's report on Form 6-K filed with the Securities and Exchange Commission on July 22, 2020 (the "Outstanding Shares") and (ii) the GEO 15 Warrant Shares. The percentage set forth on the cover sheet for each of Behbahani, Chang, Landsman, Mathers, Walker and Yang is calculated based on the Outstanding Shares.

- (b) Regarding the number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: See line 7 of cover sheets
  - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
  - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets
  - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Ordinary Shares during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Shares beneficially owned by any of the Reporting Persons.
- (e) Each of Barris, Mott, Sakoda and Viswanathan has ceased to beneficially own five percent (5%) or more of the Issuer's Common Stock as a result of ceasing to be managers of NEA 15 LLC.

#### Item 7. <u>Material to be Filed as Exhibits</u>.

- Exhibit 1 Agreement regarding filing of joint Schedule 13D.
- Exhibit 2 Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.
- Exhibit 3 Power of Attorney on behalf of Liza Landsman regarding filings under the Securities Exchange Act of 1934, as amended.

CUSIP No. 925050106	13D	Page 26 of 34 Pages

#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 3<sup>rd</sup> day of August, 2020.

OD OL TELL	TOTTOT?	ODDODETI	TATE OF THE O	4	T T C
GROWTH	EOUITY	OPPORTU	INITIES	17.	LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.

Sole Member

By: NEA PARTNERS 17, L.P.

General Partner

By: NEA 17 GP, LLC

General Partner

By:

Scott D. Sandell Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.

General Partner

By: NEA 17 GP, LLC

General Partner

By:

\* Scott D. Sandell

Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC

General Partner

By: \*

Scott D. Sandell Chief Executive Officer

NEA 17 GP, LLC

By: \*

Scott D. Sandell Chief Executive Officer

						_
GROWTH	EOUITY	OPPORTUNITIE	S FUND	١V.	. LL	æ

By: NEW ENTERPRISE ASSOCIATES 15, L.P. Sole Member

By: NEA PARTNERS 15, L.P.

General Partner

By: NEA 15 GP, LLC

General Partner

By: \_\_\_\_\_

Louis S. Citron Chief Legal Officer

# NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.

General Partner

By: NEA 15 GP, LLC

General Partner

By: \*

Louis S. Citron Chief Legal Officer

# NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC

General Partner

By: \*

Louis S. Citron Chief Legal Officer

NEA 15 GP, LLC

By: \*

Louis S. Citron Chief Legal Officer

*	
Forest Baskett	
*	
Ali Behbahani	
In Benoman	
*	
Carmen Chang	
*	
Anthony A. Florence, Jr.	
Anthony A. Piorence, Jr.	
*	
Liza Landsman	
* Mohamad H. Makhzoumi	
Monamad H. Maknzoumi	
*	
Joshua Makower	
*	
Edward T. Mathers	
*	
Scott D. Sandell	
*	
Peter W. Sonsini	
*	
Paul Walker	
*	
Rick Yang	*//0.1.0.77
	*/s/ Sasha O. Keough
	Sasha O. Keough

CUSIP No. 925050106

This Amendment No. 1 to Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

As attorney-in-fact

13D

Page 28 of 34 Pages

# **EXHIBIT 1**

#### **AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Verona Pharma plc.

EXECUTED this 3<sup>rd</sup> day of August, 2020.

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.

Sole Member

By: NEA PARTNERS 17, L.P.

General Partner

By: NEA 17 GP, LLC

General Partner

By:

Scott D. Sandell Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.

General Partner

By: NEA 17 GP, LLC

General Partner

By: \*

Scott D. Sandell Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC

General Partner

By: \*

Scott D. Sandell Chief Executive Officer

NEA 17 GP, LLC

By: \*
Scott D. Sandell

Scott D. Sandell Chief Executive Officer

GROW"	гн еош	ITY OPPO	RTUNITIES FUND IV, LLC
By:		ENTERPR	ISE ASSOCIATES 15, L.P.
	By:		ARTNERS 15, L.P. Partner
		By:	NEA 15 GP, LLC General Partner
		Ву:	* Louis S. Citron Chief Legal Officer
NEW E	NTERPR	ISE ASSC	OCIATES 15, L.P.
Ву:		ARTNERS l Partner	5 15, L.P.
	By:		GP, LLC Partner
		Ву:	* Louis S. Citron Chief Legal Officer
NEA PA	ARTNER:	S 15, L.P.	
By:		5 GP, LLC l Partner	
Ву:		* 5. Citron Legal Offic	er

NEA 15 GP, LLC

Louis S. Citron Chief Legal Officer

By:

*	•
orest Baskett	
*	
li Behbahani	
n Benounum	
*	
armen Chang	
*	
nthony A. Florence, Jr.	
*	
iza Landsman	
iza zanusinan	
*	
Iohamad H. Makhzoumi	
*	
oshua Makower	
*	
dward T. Mathers	
awara 1. Maurers	
*	
cott D. Sandell	
*	
eter W. Sonsini	
*	
aul Walker	
ant Angiver	
*	
ick Yang	•
. 0	*/s/ Sasha O. Keough
	Sasha O. Keough

CUSIP No. 925050106

This Agreement relating to Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

As attorney-in-fact

13D

Page 31 of 34 Pages

#### **EXHIBIT 2**

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett M. James Barrett
/s/ Peter J. Barris Peter J. Barris
/s/ Forest Baskett Forest Baskett
/s/ Ali Behbahani Ali Behbahani
/s/ Colin Bryant Colin Bryant
/s/ Carmen Chang Carmen Chang
/s/ Anthony A. Florence, Jr. Anthony A. Florence, Jr.
/s/ Carol G. Gallagher Carol G. Gallagher
/s/ Dayna Grayson Dayna Grayson
/s/ Patrick J. Kerins Patrick J. Kerins
/s/ P. Justin Klein P. Justin Klein

/s/ Joshua Makower Joshua Makower  /s/ Mohamad H. Makhzoumi Mohamad H. Makhzoumi /s/ Edward T. Mathers Edward T. Mathers  Edward T. Mathers  /s/ David M. Mott David M. Mott  /s/ Sara M. Nayeem Sara M. Nayeem  /s/ Jason R. Nunn Jason R. Nunn /s/ Gregory Papadopoulos Gregory Papadopoulos /s/ Chetan Puttagunta Chetan Puttagunta /s/ Jon Sakoda Jon Sakoda
Mohamad H. Makhzoumi  /s/ Edward T. Mathers Edward T. Mathers  /s/ David M. Mott David M. Mott  /s/ Sara M. Nayeem Sara M. Nayeem  /s/ Jason R. Nunn Jason R. Nunn  /s/ Gregory Papadopoulos Gregory Papadopoulos  /s/ Chetan Puttagunta Chetan Puttagunta /s/ Jon Sakoda
/s/ David M. Mott David M. Mott  /s/ Sara M. Nayeem Sara M. Nayeem  /s/ Jason R. Nunn Jason R. Nunn /s/ Gregory Papadopoulos Gregory Papadopoulos /s/ Chetan Puttagunta Chetan Puttagunta /s/ Jon Sakoda
David M. Mott  /s/ Sara M. Nayeem Sara M. Nayeem  /s/ Jason R. Nunn Jason R. Nunn  /s/ Gregory Papadopoulos Gregory Papadopoulos  /s/ Chetan Puttagunta Chetan Puttagunta /s/ Jon Sakoda
Sara M. Nayeem  /s/ Jason R. Nunn  Jason R. Nunn  /s/ Gregory Papadopoulos  Gregory Papadopoulos  /s/ Chetan Puttagunta  Chetan Puttagunta  /s/ Jon Sakoda
Jason R. Nunn  /s/ Gregory Papadopoulos  Gregory Papadopoulos  /s/ Chetan Puttagunta  Chetan Puttagunta  /s/ Jon Sakoda
Gregory Papadopoulos  /s/ Chetan Puttagunta Chetan Puttagunta  /s/ Jon Sakoda
Chetan Puttagunta /s/ Jon Sakoda
/s/ Scott D. Sandell Scott D. Sandell
/s/ A. Brooke Seawell A. Brooke Seawell
/s/ Peter W. Sonsini Peter W. Sonsini
/s/ Melissa Taunton Melissa Taunton
/s/ Frank M. Torti Frank M. Torti
/s/ Ravi Viswanathan Ravi Viswanathan
<u>/s/ Paul E. Walker</u> Paul E. Walker
/s/ Rick Yang Rick Yang

CUSIP No. 925050106 13D Page 34 of 34 Pag	CUSIP No. 925050106
---	---------------------

**EXHIBIT 3** 

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of herself as an individual or in her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of April, 2020.

/s/ Liza Landsman Liza Landsman