

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rickard Kathleen A.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [ VRNA ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Medical Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2023</u>		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	
3 MORE LONDON RIVERSIDE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>LONDON X0 SE1 2RE</u>						
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares <sup>(1)</sup>	01/20/2023		M		105,000	A	\$0	3,196,024	D	
Ordinary Shares <sup>(1)</sup>	02/01/2023		S <sup>(2)</sup>		89,960	D	\$2.5572 <sup>(3)</sup>	3,106,064	D	
Ordinary Shares <sup>(1)</sup>	02/02/2023		S <sup>(4)</sup>		28,752	D	\$2.528 <sup>(5)</sup>	3,077,312 <sup>(6)</sup>	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Share Units	(7)	01/20/2023		M			105,000	(7)	03/29/2029	Ordinary Shares	105,000	\$0.00	15,000	D	

**Explanation of Responses:**

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- These sales were effected pursuant to a Rule 10b5-1 instruction solely with the intent to cover taxes in connection with the vesting of certain previously reported Restricted Share Units.
- The price reported represents the sale price of the ADSs divided by eight (8).
- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 9, 2022.
- The price reported represents a weighted average sale price of the ADSs divided by eight (8). These shares were sold in multiple transactions at prices ranging from \$2.4738 to \$2.6063, inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Consists of (i) 1,950,184 Ordinary Shares underlying RSUs (which are represented by 243,773 ADSs); and (ii) 1,127,128 Ordinary Shares underlying 140,891 ADSs.
- Each Restricted Share Unit represents a contingent right to receive one (1) Ordinary Share of the Issuer (which are represented by ADSs, each of which represents eight (8) Ordinary Shares of the Issuer) subject to certain time- and performance-based vesting criteria.

/s/ Claire Poll, Attorney-in-fact 02/03/2023  
for Kathleen A. Rickard

\*\* Signature of Reporting Person 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 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).

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.