
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2017

Commission File Number: 001-38067

Verona Pharma plc

(Exact Name of Registrant as Specified in Its Charter)

3 More London Riverside

London SE1 2RE UK

+44 203 283 4200

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On September 19, 2017, Verona Pharma plc (the "Company") issued a release notification system announcement in the United Kingdom (the "RNS") disclosing an acquisition by N+1 Singer Capital Markets Limited of 133,333 new ordinary shares of the Company upon the exercise of a share option.

The RNS is furnished herewith as Exhibit 99.1 to this Report on Form 6-K.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Release Notification System Announcement of Verona Pharma plc, dated September 19, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VERONA PHARMA PLC

Date: September 21, 2017

By: /s/ Claire Poll

Name: Claire Poll

Title: Legal Counsel

**Verona Pharma**

Issue of Shares

September 19, 2017, London - Verona Pharma plc (AIM:VRP) (NASDAQ:VRNA) (“Verona Pharma”), a clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapies for respiratory diseases, announces that it will issue 133,333 new ordinary shares in the capital of the Company (the “New Shares”) following an exercise of share options by N+1 Singer Capital Markets Limited. Application has been made to the London Stock Exchange for the New Shares to be admitted to trading on AIM, with dealings expected to commence on 22 September 2017 (“Admission”).

Following Admission, the Company will have a total of 105,017,401 Ordinary Shares in issue each carrying one voting right. The Company does not hold any Ordinary Shares in Treasury. This figure of 105,017,401 Ordinary Shares may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA’s Disclosure and Transparency Rules.

About Verona Pharma plc

Verona Pharma is a clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapeutics for the treatment of respiratory diseases with significant unmet medical needs. Verona Pharma’s product candidate, RPL554, is a first-in-class, inhaled, dual inhibitor of the enzymes phosphodiesterase 3 and 4 that acts as both a bronchodilator and an anti-inflammatory agent in a single compound. In clinical trials, treatment with RPL554 has been observed to result in statistically significant improvements in lung function as compared to placebo and has shown clinically meaningful and statistically significant improvements in lung function when added to two commonly used bronchodilators as compared to either bronchodilator administered as a single agent. Verona Pharma is developing RPL554 for the treatment of chronic obstructive pulmonary disease (COPD), cystic fibrosis, and potentially asthma.

For further information, please contact:

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