

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

| | | | |
|---|---|---|--|
| 1. Name and Address of Reporting Person* <u>SANDELL SCOTT D</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2021 | 3. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Ordinary Shares | 9,757,393 ⁽¹⁾ | I | See Note 2 ⁽²⁾ |
| Ordinary Shares | 31,111,112 ⁽³⁾ | I | See Note 4 ⁽⁴⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Ordinary Shares Warrant (right to buy) | 05/02/2017 | 05/02/2022 | Ordinary Shares | 1,769,626 | 2.3289 ⁽⁵⁾ | I | See Note 2 ⁽²⁾ |

Explanation of Responses:

- Consists of 1 Ordinary Share and 1,219,674 American Depository Shares ("ADSs") held by Growth Equity Opportunities Fund IV, LLC ("GEO IV"). Each ADS represents eight (8) Ordinary Shares of the Issuer.
- The Reporting Person is a manager of NEA 15 GP, LLC, which is the sole general partner of NEA Partners 15, L.P. ("NEA Partners 15"). NEA Partners 15 is the sole general partner of New Enterprise Associates 15, L.P. ("NEA 15"). NEA 15 is the sole member of GEO IV, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by GEO IV in which the Reporting Person has no pecuniary interest.
- Consists of 3,888,889 ADSs held by Growth Equity Opportunities 17, LLC ("GEO 17"). Each ADS represents eight (8) Ordinary Shares of the Issuer.
- The Reporting Person is a manager of NEA 17 GP, LLC, which is the sole general partner of NEA Partners 17, L.P. ("NEA Partners 17"). NEA Partners 17 is the sole general partner of New Enterprise Associates 17, L.P. ("NEA 17"). NEA 17 is the sole member of GEO 17, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by GEO 17 in which the Reporting Person has no pecuniary interest.
- 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 23, 2020 as reported by the H.10 statistical release of the Board of Governors of the Federal Reserve System.

Remarks:

/s/ Sasha Keough,
attorney-in-fact

01/04/2021

** 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 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.