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

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**FORM 6-K**

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

For the month of March 2018

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Commission File Number: 001-38067

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**Verona Pharma plc**  
(Exact Name of Registrant as Specified in Its Charter)

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3 More London Riverside  
London SE1 2RE UK  
+44 203 283 4200  
(Address of principal executive office)

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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):

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## INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On March 9, 2018, Verona Pharma plc (the "Company") issued a press release reporting the grant of Restricted Share Units and Share Options to people discharging managerial responsibilities (the "RSU Press Release"). The Company also issued a press release announcing its Annual Report and Accounts for the year ended December 31, 2017 and giving notice of the of the Annual General Meeting (the "AGM Press Release").

The RSU Press Release and the AGM Press Release are furnished herewith as Exhibits 1 and 2, respectively, to this Report on Form 6-K.

### EXHIBIT INDEX

Exhibit No.	Description
<a href="#">1</a>	Press release announcing grant of Restricted Share Units and Share Options dated March 9, 2018
<a href="#">2</a>	Press release announcing Annual Report and Accounts and Notice of AGM dated March 9, 2018

### 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: March 29, 2018

By: /s/ Claire Poll  
Name: Claire Poll  
Title: Legal Counsel



**Exhibit 1**

**Grant of Options and RSUs and PDMR Dealings**

March 9, 2018, 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 granted the following options over ordinary shares of £0.05 each (the “Ordinary Shares”) and American Depositary Shares (“ADS”) and restricted share units (“RSUs”) and Restricted American Depositary Share Units (“RADSUs”) to directors and employees of Verona Pharma under and in accordance with Verona Pharma’s 2017 Incentive Award Plan (which is set out in Verona Pharma’s 2017 annual report and 20-F):

- 1,798,767 options to purchase Ordinary Shares;
- 36,510 options to purchase ADSs, representing 292,080 Ordinary Shares;
- 246,570 RSUs; and
- 3,352 RADSUs, representing 26,816 Ordinary Shares.

Each RSU and RADSU represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or the equivalent number of ADSs, as applicable, or an amount in cash or other consideration. Except where the context indicates otherwise, references hereunder to the Ordinary Shares shall be deemed to include a number of ADSs equal to an Ordinary Share. No consideration was paid in respect of the grant of awards.

**PDMR Dealings**

Verona Pharma notifies the following transactions by persons discharging managerial responsibilities (“PDMRs”) in its Ordinary Shares through the grant of options over Ordinary Shares and ADSs and RSUs under and in accordance with Verona Pharma’s 2017 Incentive Award Plan.

The options over Ordinary Shares have an exercise price of £1.46 per Ordinary Share, being the closing mid-market price on March 8, 2017. The options over ADSs have an exercise price of £11.68 per ADS, on the basis that each ADS represents 8 ordinary shares. The RSUs also have a value of £1.46 per RSU and the RADSUs have a value of £11.68 per RADSU.

The options, RSUs and RADSUs set forth in the table above will vest as to 50% of the Ordinary Shares or ADSs (as appropriate) in three substantially equal annual instalments following the grant date and as to 50% of the Ordinary Shares or ADSs (as appropriate) in four substantially equal annual instalments following the grant date.

The notification of dealing form in respect of option/RSU awards for each PDMR can be found below.

**For further information, please contact:**

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Verona Pharma plc  
Jan-Anders Karlsson, Chief Executive Officer

Tel: +44 (0)20 3283 4200  
info@veronapharma.com

Tel: +44 (0) 20 7710 7600  
SNELVeronaPharma@stifel.com

FTI Consulting (UK Media and Investor enquiries)  
Simon Conway / Natalie Garland-Collins

Tel: +44 (0)20 3727 1000  
veronapharma@fticonsulting.com

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1	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Dr. Jan-Anders Karlsson
2	<b>Reason for the notification</b>	
a)	Position/status	Chief Executive Officer
b)	Initial notification /Amendment	Initial Notification
3	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Verona Pharma plc
b)	Legal Entity Identifier	213800EVI6O6J3TIAL06
4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary shares of 5p each  ISIN Code: GB00BYW2KH80
b)	Nature of the transaction	Issue of options over Ordinary Shares
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)
e)	Date of the transaction	8 March 2018
f)	Place of the transaction	London Stock Exchange, AIM

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4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary shares of 5p each  ISIN Code: GB00BYW2KH80
b)	Nature of transaction	Grant of RSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or an amount in cash or other consideration
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)
e)	Date of the transaction	8 March 2018
f)	Place of the transaction	London Stock Exchange, AIM

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1	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Piers Morgan
2	<b>Reason for the notification</b>	
a)	Position/status	Chief Financial Officer
b)	Initial notification /Amendment	Initial Notification
3	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Verona Pharma plc
b)	Legal Entity Identifier	213800EVI6O6J3TIAL06
4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary shares of 5p each  ISIN Code: GB00BYW2KH80
b)	Nature of the transaction	Issue of options over Ordinary Shares
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)
e)	Date of the transaction	8 March 2018
f)	Place of the transaction	London Stock Exchange, AIM

4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary shares of 5p each  ISIN Code: GB00BYW2KH80
b)	Nature of transaction	Grant of RSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or an amount in cash or other consideration
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)
e)	Date of the transaction	8 March 2018
f)	Place of the transaction	London Stock Exchange, AIM

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1	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Dr. Ken Newman
2	<b>Reason for the notification</b>	
a)	Position/status	Chief Medical Officer
b)	Initial notification /Amendment	Initial Notification
3	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Verona Pharma plc
b)	Legal Entity Identifier	213800EVI6O6J3TIAL06
4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	American Depositary Shares ("ADSs"), representing ordinary shares of 5p each, on deposit with a U.S. banking institution selected by the Company and which are registered pursuant to a Form F-6.  ISIN Code: GB00BYW2KH80
b)	Nature of the transaction	Issue of options over ADSs
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)

e)	Date of the transaction	8 March 2018
f)	Place of the transaction	NASDAQ

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4	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
a)	Description of the financial instrument, type of instrument  Identification code	ADSs  ISIN Code: US9250501064
b)	Nature of transaction	Grant of RADSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one ADS or an amount in cash or other consideration
c)	Price(s) and volume(s)	
d)	Aggregated information  - Aggregated volume  - Price	N/a (single transaction)
e)	Date of the transaction	8 March 2018
f)	Place of the transaction	NASDAQ



# Verona Pharma

## Exhibit 2

### 2017 Annual Report and Accounts and Notice of AGM

March 9, 2018, 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, is pleased to confirm that a hard copy of the Annual Report and Accounts for the year ended 31 December 2017 ("2017 Annual Report and Accounts"), the Notice of Annual General Meeting and a Form of Proxy have been posted to Shareholders.

The Company confirms that a copy of its 2017 Annual Report and Accounts and Notice of Annual General Meeting are available online at [www.veronapharma.com](http://www.veronapharma.com). The Notice of Annual General Meeting can also be found within the AIM Rule 26 section of the website.

The Annual General Meeting of Verona Pharma will be held at the London offices of Nasdaq, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA at 9.00 a.m. on 2 May 2018.

**-Ends-**

#### **About Verona Pharma plc**

Verona Pharma is a clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapies 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 administered in addition to frequently used short- and long-acting bronchodilators as compared to such bronchodilators administered as a single agent. Verona Pharma is developing RPL554 for the treatment of chronic obstructive pulmonary disease (COPD), cystic fibrosis (CF), and potentially asthma.

#### **For further information, please contact:**

Verona Pharma plc  
Jan-Anders Karlsson, Chief Executive Officer

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