

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Rickard Kathleen A.</u> _____ (Last) (First) (Middle) 3 MORE LONDON RIVERSIDE _____ (Street) LONDON X0 SE1 2RE _____ (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares ⁽¹⁾	05/01/2024		F ⁽²⁾		73,824 ⁽²⁾	D	\$1.9313 ⁽³⁾	2,657,800	D	
Ordinary Shares ⁽¹⁾	05/03/2024		s ⁽⁴⁾		36,248	D	\$1.9596 ⁽⁵⁾	2,621,552 ⁽⁶⁾	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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- Represents the number of Ordinary Shares withheld to satisfy the tax withholding obligation in connection with the vesting of certain previously reported Restricted Share Units.
- The price reported represents the closing price of the Issuer's ADSs on the Nasdaq Stock Market LLC on April 30, 2024 divided by eight (8).
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted on February 17, 2023.
- 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 \$1.94 to \$1.9825, 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) 876,704 Ordinary Shares underlying Restricted Share Units, each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer (which are represented by 109,588 ADSs); and (ii) 1,744,848 Ordinary Shares underlying 218,106 ADSs.

/s/ Claire Poll, Attorney-in-Fact for, Attorney-in-fact for Kathleen A. Rickard 05/03/2024

** 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.