

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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

VERONA PHARMA PLC

(Exact name of registrant as specified in its charter)

United Kingdom
(State or other jurisdiction
of incorporation or organization)

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

Not Applicable
(IRS Employer Identification No.)

Not Applicable
(Zip code)

Verona Pharma plc Unapproved Share Option Scheme
Verona Pharma plc EMI Option Scheme
Verona Pharma plc 2017 Incentive Award Plan
(Full title of the plan)

National Corporate Research, Ltd.
10 E. 40th Street, 10th floor
New York, NY 10016

(Name and address of agent for service)

(800) 221-0102

(Telephone number, including area code, of agent for service)

Copy to:

Peter N. Handrinis
Nathan Ajiashvili
Latham & Watkins LLP
200 Clarendon Street
Boston, MA 02116
(617) 948-6000

Claire A. Keast-Butler
Latham & Watkins LLP
99 Bishopsgate
London EC2M 3XF
United Kingdom
+44 20 7710-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, nominal value £0.05 per share	214,000 shares(2)	\$ 3.91(3)	\$ 837,082(3)	\$ 98
Ordinary Shares, nominal value £0.05 per share	2,590,000 shares(4)	\$ 2.31(5)	\$ 5,992,543(5)	\$ 695
Ordinary Shares, nominal value £0.05 per share	14,333,000 shares(6)	\$ 1.69(7)	\$ 24,184,874(7)	\$ 2,804

- (1) Pursuant to Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate number of additional ordinary shares, nominal value £0.05 per share ("Ordinary Shares") of Verona Pharma plc (the "Registrant"), which may become issuable under the Verona Pharma plc Unapproved Share Option Scheme (the "Unapproved Scheme"), the Verona Pharma plc EMI Option Scheme (the "EMI Scheme") and the Verona Pharma plc 2017 Incentive Award Plan (the "2017 Plan") by reason of any share split, share dividend, recapitalization or other similar transaction.
- (2) Represents Ordinary Shares issuable pursuant to options outstanding under the EMI Scheme.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act. The price per share and the aggregate offering price are calculated on the basis of \$3.91 per share, which is the weighted average exercise price of £3.06 per share for outstanding options granted under the EMI Scheme converted from pounds sterling into U.S. dollars at the noon buying rate of the Federal Reserve Bank of New York of £1.00 to \$1.2783 on April 21, 2017.
- (4) Represents Ordinary Shares issuable pursuant to options outstanding under the Unapproved Scheme.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act. The price per share and the aggregate offering price are calculated on the basis of \$2.31 per share, which is the weighted average exercise price of £1.81 per share for outstanding options granted under the Unapproved Scheme converted from pounds sterling into U.S. dollars at the noon buying rate of the Federal Reserve Bank of New York of £1.00 to \$1.2783 on April 21, 2017.

- (6) Represents Ordinary Shares reserved for issuance under the 2017 Plan, which number consists of (a) 6,333,000 Ordinary Shares initially available for issuance under the 2017 Plan and (b) an additional 8,000,000 Ordinary Shares that may become issuable under the 2017 Plan pursuant to its terms. These shares may be represented by the Registrant's American Depositary Shares ("ADSs"), each of which represents eight Ordinary Shares. The Registrant's ADSs issuable upon deposit of the Ordinary Shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-217353).
 - (7) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Ordinary Shares of £1.32, as reported on AIM, a market of the London Stock Exchange, on April 25, 2017 and converted to \$1.69 at the noon buying rate of the Federal Reserve Bank of New York of £1.00 to \$1.2783 on April 21, 2017.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by Verona Pharma plc (the "Registrant"), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

(a) the Registrant's prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act on April 27, 2017, in connection with the registration statement on Form F-1, as amended (Reg. No. 333-217124), in which there is set forth the audited financial statements for the Registrant's fiscal year ended December 31, 2016; and

(b) the description of the Registrant's American Depositary Shares and Ordinary Shares contained in the prospectus included in the Registrant's registration statement on Form F-1, as amended (Reg. No. 333-217124), which description is incorporated by reference into the Form 8-A (File No. 001-38067) filed with the Commission on April 20, 2017, pursuant to the Exchange Act, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement, except as to specific section of such statements as set forth therein.

Under no circumstances shall any information furnished on Form 6-K be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Members of the registrant's board of directors and its officers have the benefit of the following indemnification provisions in the registrant's Articles of Association:

Current and former members of the registrant's board of directors or officers shall be reimbursed for:

- (a) all costs, charges, losses, expenses and liabilities sustained or incurred in relation to his or her actual or purported execution of his or her duties in relation to the registrant, including any liability incurred in defending any criminal or civil proceedings; and
- (b) expenses incurred or to be incurred in defending any criminal or civil proceedings, in an investigation by a regulatory authority or against a proposed action to be taken by a regulatory authority, or in connection with any application for relief under the statutes of the United Kingdom and any other statutes that concern and affect the registrant as a company, or collectively the Statutes, arising in relation to the registrant or an associated company, by virtue of the actual or purported execution of the duties of his or her office or the exercise of his or her powers.

In the case of current or former members of the registrant's board of directors, there shall be no entitlement to reimbursement as referred to above for (i) any liability incurred to the registrant or any associated company, (ii) the payment of a fine imposed in any criminal proceeding or a penalty imposed by a regulatory authority for non-compliance with any requirement of a regulatory nature, (iii) the defense of any criminal proceeding if the member of the registrant's board of directors is convicted, (iv) the defense of any civil proceeding brought by the registrant or an associated company in which judgment is given against the director, and (v) any application for relief under the statutes of the United Kingdom and any other statutes that concern and affect the registrant as a company in which the court refuses to grant relief to the director.

In addition, members of the registrant's board of directors and its officers who have received payment from the registrant under these indemnification provisions must repay the amount they received in accordance with the Statutes or in any other circumstances that the registrant may prescribe or where the registrant has reserved the right to require repayment.

The underwriting agreement the registrant has entered into in connection with the offering of ADSs registered pursuant to the registration statement on Form F-1, as amended (Reg. No. 333-217124) provides that the underwriters will indemnify, under certain conditions, the registrant's board of directors and its officers against certain liabilities arising in connection with the U.S. offering of the registrant's ADSs.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Articles of Association of the Registrant (currently in effect) (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 3, 2017).
4.2	Form of Deposit Agreement (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 18, 2017).
4.3	Form of American Depositary Receipt (included in Exhibit 4.2).
4.4	Form of Warrant issued to each of the investors named in Schedule A thereto (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 3, 2017).
4.5	Warrant Instrument issued to NPlus1 Singer LLP (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 3, 2017).
5.1+	Opinion of Latham & Watkins, LLP, counsel of the Registrant.
23.1+	Consent of independent registered public accounting firm.
23.2 +	Consent of Latham & Watkins, LLP, counsel of the Registrant (included in Exhibit 5.1).
24.1+	Power of Attorney (included on signature page).
99.1	Verona Pharma plc Unapproved Share Option Scheme, as amended (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 3, 2017).
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99.3	Verona Pharma plc 2017 Incentive Award Plan (incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form F-1 (Reg. No. 333-217124) filed on April 3, 2017).

+ Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, the United Kingdom, on the 27th day of April, 2017.

VERONA PHARMA PLC

By: /s/ Jan-Anders Karlsson

Name: Jan-Anders Karlsson, Ph.D.

Title: Chief Executive Officer

By: /s/ Piers Morgan

Name: Piers Morgan

Title: Chief Financial Officer

National Corporate Research, Ltd.

(Authorized Representative in the United States)

By: /s/ Colleen A. Devries

Name: Colleen. A Devries

Title: SVP on behalf of National Corporate Research, Ltd.

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Verona Pharma plc, hereby severally constitute and appoint Jan-Anders Karlsson and Piers Morgan, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jan-Anders Karlsson</u> Jan-Anders Karlsson, Ph.D.	Chief Executive Officer and Member of the Board (Principal Executive Officer)	April 27, 2017
<u>/s/ Piers Morgan</u> Piers Morgan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 27, 2017
<u>/s/ David Ebsworth</u> David Ebsworth, Ph.D.	Chairman of the Board	April 27, 2017
<u>/s/ Ken Cunningham</u> Ken Cunningham, M.D.	Member of the Board	April 27, 2017
<u>/s/ Rishi Gupta</u> Rishi Gupta	Member of the Board	April 27, 2017
<u>/s/ Mahendra Shah</u> Mahendra G. Shah, Ph.D.	Member of the Board	April 27, 2017
<u>/s/ Andrew Sinclair</u> Andrew Sinclair, Ph.D.	Member of the Board	April 27, 2017
<u>/s/ Vikas Sinha</u> Vikas Sinha	Member of the Board	April 27, 2017
<u>/s/ Anders Ullman</u> Anders Ullman, M.D., Ph.D.	Member of the Board	April 27, 2017

INDEX TO EXHIBITS

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+ Filed herewith

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LATHAM & WATKINS

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27 April 2017

Verona Pharma plc
 One Central Square
 Cardiff
 CF10 1FS
 United Kingdom

Re: Verona Pharma plc — Registration Statement on Form S-8 Exhibit 5.1

Ladies and Gentlemen:

We have acted as English legal advisers to Verona Pharma plc, a public limited company incorporated in England and Wales (the “**Company**”) in connection with the preparation and filing of the registration statement on Form S-8 to which this opinion letter is attached as an exhibit (such registration statement, as amended, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the United States Securities Act of 1933, as amended (the “**Securities Act**”).

As set out in the Registration Statement, it is proposed that up to 17,137,000 ordinary shares of the Company each having a nominal value of £0.05 (the “**Shares**”) will be issued upon the exercise or settlement of equity awards granted under:

- (a) the Verona Pharma plc Unapproved Share Option Scheme adopted on 18 September 2006 and amended on 11 October 2012 and 29 January 2015;
- (b) the Verona Pharma plc EMI Option Scheme adopted on 24 July 2012 and amended on 29 January 2015 (together with (a), the “**Historic Equity Plans**”); and
- (c) the Verona Pharma plc 2017 Incentive Award Plan adopted on 12 April 2017 (the “**New Equity Plan**”),

(together, the “**Equity Plans**”).

Latham & Watkins is the business name of Latham & Watkins (London) LLP, a registered limited liability partnership organised under the laws of New York and authorised and regulated by the Solicitors Regulation Authority (SRA No. 203820). A list of the names of the partners of Latham & Watkins (London) LLP is open to inspection at its principal place of business, 99 Bishopsgate, London EC2M 3XF, and such persons are either solicitors, registered foreign lawyers, European lawyers or managers authorised by the SRA. We are affiliated with the firm Latham & Watkins LLP, a limited liability partnership organised under the laws of Delaware.

1. INTRODUCTION

1.1 Purpose

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears; and
- (b) headings are for ease of reference only and shall not affect interpretation.

1.3 Legal review

For the purpose of issuing this letter, we have reviewed only the following documents and conducted only the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection about the Company conducted on 27 April 2017;
- (b) an enquiry by telephone at the Central Index of Winding Up Petitions, London on 27 April 2017 at 10:38 am (London time) ((a) and (b) together, the “**Searches**”);
- (c) a copy of the minutes of the annual general meeting of the Company held on 12 April 2017 at which it was resolved, *inter alia*, to approve the New Equity Plan and ratify the Historic Equity Plans (the “**Annual General Meeting**”);
- (d) copies of the minutes of meetings of the board of directors of the Company held on 15 August 2006, 22 August 2006, 11 October 2012, 29 January 2015 and 12 April 2017;
- (e) a copy of the minutes of the meeting of the remuneration committee of the Company (the “**Remuneration Committee**”) held on 7 March 2017;
- (f) a copy of each of the Equity Plans;
- (g) a copy of the certificate of incorporation of the Company dated 24 February 2005;
- (h) a copy of the certificate of incorporation on change of name of the Company dated 18 September 2006;
- (i) a copy of the current articles of association of the Company adopted pursuant to a special resolution of the shareholders passed at the general meeting held on 8 February 2017; and

- (j) a draft copy of the Registration Statement as at 27 April 2017 and to be filed with the SEC on 27 April 2017.

1.4 Applicable law

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts as at today's date. In particular:

- (a) we have not investigated the laws of any country other than England and we assume that no foreign law affects any of the opinions stated below; and
- (b) we express no opinion in this letter on the laws of any jurisdiction other than England.

1.5 Assumptions and reservations

The opinions given in this letter are given on the basis of each of the assumptions set out in Schedule 1 (*Assumptions*) and are subject to each of the reservations set out in Schedule 2 (*Reservations*) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 (*Opinions*) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

2. OPINION

Subject to paragraph 1 (*Introduction*) and the other matters set out in this letter and its Schedules, and subject further to the following:

- (a) the Registration Statement, as finally amended, having become effective under the Securities Act;
- (b) the shareholders of the Company in a general meeting or within the Company's articles of association duly and validly having resolved: (i) as may be required, as an ordinary resolution, or within the Company's articles of association, to authorise the board of directors of the Company pursuant to section 551 of the Companies Act 2006 (the "**Companies Act**") to allot Shares, or to grant rights to subscribe for Shares, pursuant to the Equity Plans; and (ii) as may be required, as a special resolution, or within the Company's articles of association, to empower the directors of the Company pursuant to section 570 of the Companies Act to allot such Shares, and grant such rights (as applicable), free of the restrictions in section 561 of the Companies Act, and such resolutions and authorities remaining in full force and effect and not having expired, been rescinded or amended;
- (c) the delegation of authority to the Remuneration Committee having been validly effected (among other things, in accordance with the Company's articles of association and the Equity Plans);
- (d) the directors of the Company or the Remuneration Committee and the shareholders of the Company having validly approved the Equity Plans;

- (e) the directors of the Company or the Remuneration Committee having validly granted the awards in respect of the Shares under the Equity Plans;
- (f) the directors of the Company or the Remuneration Committee having validly resolved to allot and issue the Shares, or grant rights to subscribe for the Shares, at duly convened and quorate meetings of the board of directors of the Company or the Remuneration Committee or by way of duly passed written resolutions of the board of directors of the Company or the Remuneration Committee and such resolutions being in full force and effect and not having been rescinded or amended;
- (g) the receipt in full of payment for such Shares in an amount of “cash consideration” (as defined in section 583(3) of the Companies Act) of not less than the aggregate nominal value for such Shares, assuming in each case that the individual grants or awards under the relevant Equity Plan are duly authorised by all necessary corporate action (as described in (e) above) and duly granted or awarded and exercised in accordance with the requirements of law, the Company’s articles of association and the relevant Equity Plan (and the agreements and awards duly adopted thereunder and in accordance therewith); and
- (h) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered in accordance with the terms and conditions referred to above and/or in the Equity Plans, and as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof) and will not be subject to any call for payment of further capital.

3. EXTENT OF OPINIONS

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax which may arise or be suffered as a result of or in connection with the transactions contemplated by the Equity Plans.

This letter only applies to those facts and circumstances which exist as at today’s date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

4. DISCLOSURE AND RELIANCE

This letter is addressed to you solely for your benefit in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in

the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

This letter may not be relied upon by you for any other purpose, and, other than as set out above, may not be furnished to, or assigned to or relied upon by any other person, firm or entity for any purpose without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully

LATHAM & WATKINS

SCHEDULE 1
ASSUMPTIONS

The opinions in this letter have been given on the basis of the following assumptions:

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen;
- (c) that the articles of association of the Company referred to in paragraph 1.3 (i) of this letter remain in full force and effect, and no alteration has been made or will be made to such articles of association, in each case, prior to any date on which the Shares are allotted, issued or rights are granted to subscribe for Shares (each such date being an “**Allotment Date**”);
- (d) that the Equity Plans remain in full force and effect and no alteration has been made or will be made to any of the Equity Plans prior to an Allotment Date;
- (e) that all documents, forms and notices which should have been delivered to the Companies Registration Office in respect of the Company have been so delivered, that the results of the Searches are complete and accurate, that the position has not changed since the times at which the Searches were made and that the results of the Searches will remain complete and accurate as at each Allotment Date;
- (f) that (i) the resolutions described in the written resolutions of the board of directors of the Company and the Remuneration Committee provided to us in connection with the giving of this opinion or otherwise contemplated in connection with the matters referred to herein were and/or will be duly passed as written resolutions of the board of directors of the Company or the Remuneration Committee, as applicable, all constitutional, statutory and other formalities were and/or will be observed and such resolutions have not been, and will not be, revoked or varied and remain in full force and effect and will remain so at each Allotment Date; and (ii) the proceedings and resolutions described in the minutes of the meetings of the board of directors of the Company and the Remuneration Committee provided to us in connection with the giving of this opinion or otherwise contemplated in connection with the matters referred to herein were and/or will be duly conducted as so described, and that each of the meetings referred to therein was and/or will be duly constituted, convened and conducted and all constitutional, statutory and other formalities were and/or will be duly observed (including, if applicable, those relating to the declaration of directors’ interests or the power of interested directors to vote), a quorum was and/or will be present throughout, the requisite majority of directors voted and/or will vote in favour of approving the resolutions and the resolutions passed thereat were and/or will be duly adopted, have not been and will not be revoked or varied and remain in full force and effect and will remain so as at each Allotment Date;
- (g) that the resolutions of the shareholders of the Company provided to us in connection with the giving of this opinion and as referred to at paragraph 2 (b) of this letter or

otherwise contemplated in connection with the matters referred to herein were and/or will be duly passed at a general meeting of the Company, all constitutional, statutory and other formalities were and/or will be observed in relation to such general meeting and such resolutions have not been and/or will not be revoked or varied and will not be revoked or varied prior to each Allotment Date and remain in full force and effect and will remain in full force and effect as at each Allotment Date;

- (h) that at the time of each allotment and issue of any Shares the Company shall have received in full “cash consideration” (as such term is defined in section 583(3) of the Companies Act) equal to the subscription price payable for such Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Shares shall have been fully paid up as to their nominal value and any premium thereon as at each Allotment Date;
- (i) in relation to any allotment and issue of any Shares by the Company pursuant to the Equity Plans, that the recipient will have become entitled to such Shares under the terms of the relevant Equity Plan such Shares will, where applicable, be fully vested each in accordance with the terms of the relevant Equity Plan and such recipient has or will have complied with all other requirements of the relevant Equity Plan in connection with the allotment and issue of such Shares;
- (j) that all awards have been made under the terms of the relevant Equity Plan, that the terms of all awards have not materially deviated from the terms set out in the relevant Equity Plan and that any Shares will be allotted and issued in accordance with the terms set out in the relevant Equity Plan and in accordance with the Company’s articles of association;
- (k) that the Equity Plans have been validly adopted and no alteration has been or shall be made to the Equity Plans since the date of adoption except to the extent expressly set out in this letter;
- (l) that immediately prior to each Allotment Date, the directors of the Company and/or the Remuneration Committee had or shall have sufficient authority and powers conferred upon them to allot and issue such Shares and grant such rights (as applicable) under section 551 of the Companies Act and under section 570 of the Companies Act as if section 561 of the Companies Act did not apply to such allotment and issue or grant, and the directors of the Company and/or the Remuneration Committee shall not allot or issue (or purport to allot or issue) Shares and shall not grant rights (or purport to grant rights) to acquire Shares in excess of such powers or in breach of any other limitation on their power to allot and issue Shares or grant rights to acquire Shares;
- (m) that in relation to the allotment and issuance of Shares pursuant to the Equity Plans or otherwise to an employee benefit trust, that such Shares will be allotted and issued in accordance with the terms of the relevant Equity Plan, the Company’s articles of association and the requirements of all applicable laws;
- (n) that no Shares shall be allotted or issued, or are or shall be committed to be allotted or issued, at a discount to their nominal value (whether in dollars or equivalent in any other currency);

- (o) that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000 (“FSMA”) or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of the FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
- (p) that in issuing and allotting and granting rights to acquire Shares and administering the Equity Plans, the Company is not carrying on a regulated activity for the purposes of section 19 of FSMA;
- (q) that the Company has complied and will comply with all applicable anti-terrorism, anti-money laundering, sanctions and human rights laws and regulations and that each allotment and issue of Shares and grant of rights to acquire Shares pursuant to the Equity Plans will be consistent with all such laws and regulations;
- (r) that the Equity Plans and all obligations thereunder have been entered into and the Shares will be allotted and issued in good faith and on bona fide commercial terms and on arms’ length terms and for the purpose of carrying on the business of the Company and that there are reasonable grounds for believing that the entry into of the Equity Plans and the allotment and issue of the Shares will promote the success of the Company for the benefit of its members as a whole; and
- (s) that the Company has not taken any corporate or other action nor have any steps been taken or legal proceedings been started against the Company for the liquidation, winding up, dissolution, reorganisation or bankruptcy of, or for the appointment of a liquidator, receiver, trustee, administrator, administrative receiver or similar officer of, the Company or all or any of its assets (or any analogous proceedings in any jurisdiction) and the Company is not unable to pay its debts as they fall due within the meaning of section 123 of the Insolvency Act 1986 and will not become unable to pay its debts within the meaning of that section as a result of any of the transactions contemplated herein, is not insolvent and has not been dissolved or declared bankrupt (although the Searches gave no indication that any winding-up, dissolution or administration order or appointment of a receiver, administrator, administrative receiver or similar officer has been made with respect to the Company).

SCHEDULE 2

RESERVATIONS

The opinions in this letter are subject to the following reservations:

- (a) the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced. We have not made enquiries of any District Registry or County Court;
- (b) the opinions set out in this letter are subject to (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
- (c) we express no opinion as to matters of fact;
- (d) the Historic Equity Plans were adopted without the shareholders of the Company in a general meeting having duly and validly resolved by way of an ordinary resolution to approve the Historic Equity Plans as required by the Company's articles of association then in force. The adoption of the Historic Equity Plans was ratified by an ordinary resolution passed by shareholders at the Annual General Meeting, however, we express no opinion as to the effectiveness of such ratification;
- (e) we express no opinion on the compliance of the Equity Plans, or the compliance of any award made under the Equity Plans, with the rules or regulations of the NASDAQ Stock Market LLC, the rules or regulations of, or the AIM Rules for Companies published by, the London Stock Exchange plc or the rules or regulations of any other securities exchange that are applicable to the Company;
- (f) we express no opinion in relation to the legality, enforceability or validity of the Equity Plans or any award agreement entered into pursuant to such Equity Plans. In particular, but without prejudice to the generality of the foregoing, we have assumed that the Shares to be allotted under the Equity Plans or any such award agreement will be paid up in full (as to their nominal value and any premium) in cash (within the meaning of section 583(1) of the Companies Act) and we express no opinion as to whether any consideration other than "cash consideration" (as such term is defined in section 583(3) of the Companies Act) which might be paid, or purport to be paid, for the Shares would result in such Shares being validly issued, fully paid and not subject to any call for payment of further capital;
- (g) if any award of Restricted Stock Units under an Equity Plan does not constitute the award of a cash bonus, so as to create a liability for a liquidated sum, any Shares purported to be allotted and issued pursuant to any such award will not have been validly allotted and issued for cash in accordance with the requirements of the

Companies Act and may not therefore be fully paid and not subject to any call for payment of further capital; and

- (h) it should be understood that we have not been responsible for investigating or verifying the accuracy of the facts, including statements of foreign law, or the reasonableness of any statements of opinion, contained in the Registration Statement, or that no material facts have been omitted from it.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Verona Pharma plc of our report dated March 2, 2017 relating to the financial statements, which appears in Verona Pharma plc's Registration Statement on Form F-1 (No. 333-217124).

/s/PricewaterhouseCoopers LLP
Reading, United Kingdom
April 27, 2017
