# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G/A**

# Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# Verona Pharma plc

(Name of Issuer)

Ordinary shares, nominal value £0.05 per share

(Title of Class of Securities)

## 925050106

(CUSIP Number)

September 30, 2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b) ⊠ Rule 13d-1(c) □ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPO	)RTING P	FRSONS			
1	NAME OF REPORTING PERSONS					
	Deep Track Capital, LP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$					
	SEC USE ONLY					
3						
	CITIZENSHIP OR PLACE OF ORGANIZATION					
4	Delaware					
	Delaware		SOLE VOTING POWER			
		OF 5				
	UMBER OF					
	SHARES NEFICIALLY	6	SHARED VOTING POWER			
	WNED BY	0	25,440,200			
P	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8	SHARED DISPOSITIVE POWER			
			25,440,200			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	25,440,200*	25 440 200*				
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
L	3.91%					
12	TYPE OF REPORTING PERSON					
	IA, OO					
*Deep Tra	ck Capital LP Deep	Track Bio	technology Master Fund Ltd and David Kroin, together as the Reporting Persons', beneficially owns an	aggregate		

\*Deep Track Capital LP, Deep Track Biotechnology Master Fund Ltd and David Kroin, together as the Reporting Persons', beneficially owns an aggregate of 25,440,200 ordinary shares of Verona Pharma plc, consisting of 3,180,025 American Depositary Shares, each of which represents, and at the holder's option is convertible into, eight ordinary shares

1	NAME OF REPORTING PERSONS					
	Deep Track Biotechnology Master Fund, Ltd.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Cayman Islands					
		5	SOLE VOTING POWER			
S BEN	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 25,440,200			
RE P			SOLE DISPOSITIVE POWER 0			
WIIN		8	SHARED DISPOSITIVE POWER 25,440,200			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	25,440,200*					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.91%					
12	TYPE OF REPORTING PERSON CO					

\*Deep Track Capital LP, Deep Track Biotechnology Master Fund Ltd and David Kroin, together as the Reporting Persons', beneficially owns an aggregate of 25,440,200 ordinary shares of Verona Pharma plc, consisting of 3,180,025 American Depositary Shares, each of which represents, and at the holder's option is convertible into, eight ordinary shares

1	NAME OF REPORTING PERSONS					
	David Kroin					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
4	United States					
		5	SOLE VOTING POWER			
			0			
S	MBER OF HARES	6	SHARED VOTING POWER			
	EFICIALLY VNED BY		25,440,200			
	EACH PORTING	7	SOLE DISPOSITIVE POWER			
Р	ERSON		0			
	WITH		SHARED DISPOSITIVE POWER			
			25,440,200			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	25,440,200*					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	3.91%					
12	TYPE OF REPORTING PERSON					
	IN, HC					

\*Deep Track Capital LP, Deep Track Biotechnology Master Fund Ltd and David Kroin, together as the Reporting Persons', beneficially owns an aggregate of 25,440,200 ordinary shares of Verona Pharma plc, consisting of 3,180,025 American Depositary Shares, each of which represents, and at the holder's option is convertible into, eight ordinary shares

#### Item 1. (a) Name of Issuer

Verona Pharma plc

#### Item 1. (b) Address of Issuer's Principal Executive Offices

3 More London Riverside

London SE1 2RE United Kingdom

## Item 2. (a) Names of Persons Filing:

(i) Deep Track Capital, LP(ii) Deep Track Biotechnology Master Fund, Ltd.(iii) David Kroin

#### Item 2. (b) Address of Principal Business Office:

(i) 200 Greenwich Ave, 3rd Floor, Greenwich, CT 06830
(ii) c/o Walkers Corporate Limited, 190 Elgin Ave, George Town, KY1-9001, Cayman Islands
(iii) c/o Deep Track Capital, LP, 200 Greenwich Ave, 3rd Floor, Greenwich, CT 06830

#### Item 2. (c) Citizenship:

(i) Delaware(ii) Cayman Islands(iii) United States

#### Item 2. (d) Title of Class of Securities

Ordinary shares, nominal value £0.05 per share (the "ordinary shares")

#### Item 2. (e) CUSIP No.:

925050106

CUSIP No. 925050106

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#### Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  $\Box$  Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);

- (b)  $\square$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  $\Box$  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) 🗆 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  $\square$  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  $\Box$  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  $\Box$  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) 🗆 A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) □ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  $\Box$  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) □ A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:\_\_\_\_\_\_

Not Applicable

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CUSIP No. 925050106
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#### Item 4. Ownership

Information with respect to the Reporting Persons' ownership of the ordinary shares as of September 30, 2024, is incorporated by reference to items (5) - (9) and (11) of the cover page of the respective Reporting Person.

The amount beneficially owned by each Reporting Person is determined based on 649,881,246 Ordinary Shares outstanding as of August 2, 2024, according to the issuer's Form 10-Q, filed with the SEC on August 8, 2024.

### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

## Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

#### Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Deep Track Capital, LP is the relevant entity for which David Kroin may be considered a control person.

#### Item 8. Identification and Classification of Members of the Group

Not Applicable.

## Item 9. Notice of Dissolution of Group

Not Applicable.

#### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2024

## Deep Track Capital, LP

By: /s/ David Kroin David Kroin, Managing Member of the General Partner of the Investment Adviser

## Deep Track Biotechnology Master Fund, Ltd.

By: /s/ David Kroin David Kroin, Director

## **David Kroin**

By: /s/ David Kroin David Kroin Exhibit I

## JOINT FILING STATEMENT

#### PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on SCHEDULE 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on SCHEDULE 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: November 14, 2024

#### Deep Track Capital, LP

By: /s/ David Kroin

David Kroin, Managing Member of the General Partner of the Investment Adviser

#### Deep Track Biotechnology Master Fund, Ltd.

By: /s/ David Kroin

David Kroin, Director

#### **David Kroin**

By: /s/ David Kroin

David Kroin