

**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>Sinclair Andrew</u> (Last) (First) (Middle) <u>3 MORE LONDON RIVERSIDE</u> (Street) <u>LONDON X0 SE1 2RE</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2021</u>	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/04/2020</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
<u>Ordinary Shares</u>	<u>19,660,001⁽¹⁾</u>	<u>I</u>	<u>See footnotes⁽²⁾⁽³⁾</u>

**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			
<u>Ordinary Shares Warrant (right to buy)</u>	<u>05/02/2017</u>	<u>05/02/2022</u>	<u>Ordinary Shares</u>	<u>1,404,221</u>	<u>2.3289⁽⁴⁾</u>	<u>I</u>	<u>See footnotes⁽²⁾⁽³⁾</u>

Explanation of Responses:

- Consists of (i) 1 Ordinary Share and (ii) 19,660,000 Ordinary Shares underlying 2,457,500 American Depositary Shares (the "ADS"), each of which represents eight (8) Ordinary Shares.
- Shares are held by Abingworth Bioventures VI, LP ("ABV VI"). Abingworth LLP is the investment manager of ABV VI and has been delegated with all investment and dispositive power over the securities held by ABV VI. Reporting Person is a Partner and Portfolio Manager of Abingworth LLP.
- An investment committee approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the shares held by ABV VI. From time to time, the investment committee may delegate investment and voting authority over certain securities held by ABV VI to employees of Abingworth subject to the supervision and oversight of the investment committee, including any limits on such authority imposed by the investment committee in its discretion and the right of the investment committee to revoke such authority at any time. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.
- 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:

This Form 3 amendment is being filed to include the indirect holdings of Reporting Person which were inadvertently omitted from the original Form 3 filing.

/s/ Claire Poll, Attorney-
in-fact for Andrew Sinclair 01/05/2021

** 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.