

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>Poll Claire</u>			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) _____ General Counsel			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2023</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			
<u>3 MORE LONDON RIVERSIDE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>LONDON</u>	<u>X0</u>	<u>SE1 2RE</u>						
(City)	(State)	(Zip)							

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⁾	01/20/2023		M		178,800	A	\$0	2,211,439	D	
Ordinary Shares ⁽¹⁾	02/01/2023		G	V	152,000	D	\$0	2,059,439 ⁽²⁾	D	
Ordinary Shares ⁽¹⁾	02/01/2023		G	V	152,000	A	\$0	926,256	I	By Trust ⁽³⁾
Ordinary Shares ⁽¹⁾	02/01/2023		S ⁽⁴⁾		152,000	D	\$2.5939 ⁽⁵⁾	774,256	I	By Trust ⁽³⁾

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Share Units	(6)	01/20/2023		M			86,272	(6)	04/26/2027	Ordinary Shares	86,272	\$0.00	0	D	
Restricted Share Units	(6)	01/20/2023		M			34,248	(6)	03/08/2028	Ordinary Shares	34,248	\$0.00	0	D	
Restricted Share Units	(6)	01/20/2023		M			58,280	(6)	03/29/2029	Ordinary Shares	58,280	\$0.00	8,328	D	

Explanation of Responses:

- Reported securities are represented by American Depositary Shares ("ADSs") (unless otherwise indicated), each of which represents eight (8) Ordinary Shares of the Issuer.
- Consists of (i) 1,820,000 Ordinary Shares underlying Restricted Share Units (each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer) (which may be represented by 227,500 ADSs); (ii) 239,432 Ordinary Shares underlying 29,929 ADSs; and (iii) 7 Ordinary Shares.
- Held by a family trust of which (a) the Reporting Person and spouse are trustees and (b) the Reporting Person and members of her immediate family are the sole beneficiaries of the trust.
- The sales reported in the Form 4 were effected solely with the intent to cover taxes in connection with the vesting of certain previously reported Restricted Share Units.
- The price reported represents the weighted average sale price of the ADSs divided by eight (8). These shares were sold in multiple transactions at prices ranging from \$2.575 to \$2.6138, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder 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 ranges set forth in this footnote.
- Each Restricted Share Unit represents a contingent right to receive one (1) Ordinary Share of the Issuer (which may be represented by ADSs, each of which represents eight (8) Ordinary Shares of the Issuer) subject to certain time- and performance-based vesting criteria.

/s/ Claire Poll

02/03/2023

** 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.