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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

April and May 2017

Commission File Number: 001-38067

Verona Pharma plc
(Exact Name of Registrant as Specified in Its Charter)

**3 More London Riverside
London SE1 2RE UK
+44 203 283 4200**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On April 28, 2017, Verona Pharma plc (the "Company") issued a release notification system ("RNS") announcement in the United Kingdom disclosing related party transactions (the "Related Party RNS").

On May 3, 2017, the Company issued a RNS disclosing the grant of options and restricted share units to persons discharging managerial responsibilities (the "Grant RNS").

The Related Party RNS and the Grant RNS are furnished herewith as Exhibits 99.1 and 99.2 to this Report on Form 6-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VERONA PHARMA PLC

Date: May 3, 2017

By: /s/ Jan-Anders Karlsson
Name: Jan-Anders Karlsson, Ph.D.
Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Release Notification System Announcement, dated April 28, 2017
99.2	Release Notification System Announcement, dated May 3, 2017

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Verona Pharma

Verona Pharma Announces Director Purchases and Related Party Transactions

April 28, 2017, LONDON — Verona Pharma plc (AIM: VRP) (“Verona Pharma”), a clinical-stage biopharmaceutical company focused on developing and commercialising innovative therapeutics for the treatment of respiratory diseases with significant unmet needs, makes the following announcement further to the announcement released yesterday in respect of the Global Offering and the Shareholder Private Placement. Capitalised terms in this announcement will have the same meanings to those defined in the announcement released yesterday regarding the Global Offering, unless otherwise indicated.

Director Purchases

Verona Pharma notifies the following transactions by persons discharging managerial responsibilities (“PDMRs”) in its ordinary shares through participation in the Global Offering or, in the case of Dr David Ebsworth, the Shareholder Private Placement.

Name	No. of ADSs to be purchased	No. of ordinary shares to be purchased	Total consideration	Total number of ordinary shares or ADSs held following closing
Dr David Ebsworth	—	13,373	£ 17,652.36	117,657 (ordinary shares)
Vikas Sinha	22,222	—	\$ 299,997.00	22,222 (ADSs)

The notification of dealing form for each PDMR can be found below.

AIM Rule 13 — Related Party Transactions

Verona Pharma has been informed that certain persons who are related parties as defined in the AIM Rules for Companies (the “AIM Rules”) will be purchasing ADSs or ordinary shares in the Global Offering. The participation of the following persons in the Global Offering, by virtue of their each owning over 10% of the current issued share capital of Verona Pharma and their respective participations in the Global Offering, each constitutes a related party transaction for the purposes of the AIM Rules.

The independent directors for the purposes of the Global Offering (being all the Directors save for those connected to these organisations participating in the Global Offering as detailed below), having consulted with the Company’s nominated adviser, N+1 Singer, consider that the terms of the related party transactions are fair and reasonable in so far as Verona Pharma’s shareholders are concerned.

<u>Name</u>	<u>No. of ADSs to be purchased</u>	<u>No. of ordinary shares to be purchased</u>	<u>Total consideration</u>
Novo A/S	740,740	—	\$ 9,999,990.00
Funds affiliated with Vivo Ventures	704,225	—	\$ 9,507,037.50

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the "Securities Act"). Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the issuer and its management and financial statements. This press release is being issued pursuant to and in accordance with Rule 135e under the Securities Act.

For further information, please contact:

Verona Pharma plc
Jan-Anders Karlsson, Chief Executive Officer

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info@veronapharma.com

N+1 Singer (Nominated Adviser and UK Broker)
Aubrey Powell / James White

Tel: +44 (0)20 7496 3000

FTI Consulting (UK Media and Investor enquiries)
Simon Conway / Stephanie Cuthbert /
Natalie Garland-Collins

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James Heins

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Stephanie.Carrington@icrinc.com

Stephanie Carrington

The following disclosure is made in accordance with Article 19 of the EU Market Abuse Regulation 596/2014.

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Dr David Ebsworth

2 Reason for the notification

a) Position/status Non-Executive Chairman

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc

b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary Shares of 5p each

Identification code ISIN Code: GB00BYW2KH80

b) Nature of the transaction Purchase of Ordinary Shares

c) Price(s) and volume(s)

	<u>Price</u>	<u>Volume</u>
£	1.32	13,373

d) Aggregated information N/A (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 26 April 2017

f) Place of the transaction London Stock Exchange, AIM

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Vikas Sinha

2 Reason for the notification

a) Position/status Director
b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc
b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument American Depositary Shares (each American Depositary Share represents eight Ordinary Shares of 5p each in Verona Pharma plc)

Identification code ISIN Code: US9250501064

b) Nature of the transaction Purchase of American Depositary Shares

c) Price(s) and volume(s)

	<u>Price</u>	<u>Volume</u>
\$	13.50	22,222

d) Aggregated information N/A (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 27 April 2017

f) Place of the transaction NASDAQ



Verona Pharma

FOR RNS RELEASE:

Grant of Options and RSUs and PDMR Dealings

May 3, 2017, LONDON — Verona Pharma plc (AIM: VRP) (“Verona Pharma”), a clinical-stage biopharmaceutical company focused on developing and commercialising innovative therapeutics for the treatment of respiratory diseases with significant unmet needs, announces that it granted the following options over ordinary shares of £0.05 each (the “Ordinary Shares”) and American Depositary Shares (“ADS”) and restricted share units (“RSUs”) and Restricted American Depositary Share Units (“RADSUs”) to directors and employees of Verona Pharma under and in accordance with Verona Pharma’s 2017 Incentive Award Plan:

- 3,430,316 options to purchase Ordinary Shares;
- 129,564 options to purchase ADSs representing 1,036,512 Ordinary Shares;
- 853,220 RSUs; and
- 24,877 RADSUs representing 199,016 Ordinary Shares.

Each RSU and RADSU represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or the equivalent number of ADSs, as applicable, or an amount in cash or other consideration. Except where the context indicates otherwise, references hereunder to the Ordinary Shares shall be deemed to include a number of ADSs equal to an Ordinary Share. No consideration was paid in respect of the grant of awards.

PDMR Dealings

Verona Pharma notifies the following transactions by persons discharging managerial responsibilities (“PDMRs”) in its Ordinary Shares through the grant of options over Ordinary Shares and ADSs and RSUs under and in accordance with Verona Pharma’s 2017 Incentive Award Plan.

Name	Options over	RSUs and RADSUs
Dr Jan-Anders Karlsson	1,385,598 Ordinary Shares	346,395 RSUs
Vikas Sinha	15,048 ADSs (Representing 120,384 Ordinary Shares)	—
Piers Morgan	802,690 Ordinary Shares	200,669 RSUs
Ken Newman	99,516 ADSs (Representing 796,128 Ordinary Shares)	24,877 RADSUs (Representing 199,016 RSUs)

The options over Ordinary Shares have an exercise price of £1.32 per Ordinary Share. The options over ADSs have an exercise price of £10.56 per ADS. The RSUs have a value of £1.32 per RSU and the RADSUs have a value of £10.56 per RADSU.

The options, RSUs and RADSUs set forth in the table above (other than those granted to Mr Sinha) will vest as to 50% of the Ordinary Shares or ADSs (as appropriate) in three substantially equal annual

instalments following the grant date and as to 50% of the Ordinary Shares or ADSs (as appropriate) in four substantially equal annual instalments following the grant date. The options granted to Mr Sinha will vest in three substantially equal annual instalments following the grant date.

The notification of dealing form in respect of option/RSU awards for each PDMR can be found below.

For further information, please contact:

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Stephanie Carrington

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Dr Jan-Anders Karlsson

2 Reason for the notification

a) Position/status Chief Executive Officer

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc

b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of 5p each

Identification code ISIN Code: GB00BYW2KH80

b) Nature of the transaction Issue of options over Ordinary Shares

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
Exercise Price: £1.32	Options over 1,385,598 Ordinary Shares

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 26 April 2017

f) Place of the transaction London Stock Exchange, AIM

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of 5p each

Identification code ISIN Code: GB00BYW2KH80

b) Nature of transaction Grant of RSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or an amount in cash or other consideration

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
No consideration	346,395

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 28 April 2017

f) Place of the transaction London Stock Exchange, AIM

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Vikas Sinha

2 Reason for the notification

a) Position/status Non-Executive Director

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc

b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument American Depositary Shares (“ADSs”), representing ordinary shares of 5p each, on deposit with a U.S. banking institution selected by the Company and which are registered pursuant to a Form F-6.

Identification code ISIN Code: US9250501064

b) Nature of the transaction Issue of options over ADSs

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
Exercise Price: £10.56	Options over 15,048 ADSs (representing 120,384 Ordinary Shares)

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

- e) Date of the transaction 26 April 2017
 - f) Place of the transaction NASDAQ
-

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Piers Morgan

2 Reason for the notification

a) Position/status Chief Financial Officer

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc

b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of 5p each

Identification code ISIN Code: GB00BYW2KH80

b) Nature of the transaction Issue of options over Ordinary Shares

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
Exercise Price: £1.32	Options over 802,690 Ordinary Shares

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 26 April 2017

f) Place of the transaction London Stock Exchange, AIM

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of 5p each

Identification code ISIN Code: GB00BYW2KH80

b) Nature of transaction Grant of RSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one Ordinary Share or an amount in cash or other consideration

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
No consideration	200,669

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 28 April 2017

f) Place of the transaction London Stock Exchange, AIM

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Ken Newman

2 Reason for the notification

a) Position/status Chief Medical Officer

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Verona Pharma plc

b) Legal Entity Identifier 213800EVI6O6J3TIAL06

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument American Depositary Shares (“ADSs”), representing ordinary shares of 5p each, on deposit with a U.S. banking institution selected by the Company and which are registered pursuant to a Form F-6.

Identification code ISIN Code: GB00BYW2KH80

b) Nature of the transaction Issue of options over ADSs

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
Exercise Price: £10.56	Options over 99,516 ADSs (representing 796,128 Ordinary Shares)

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 26 April 2017

f) Place of the transaction NASDAQ

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument ADSs

Identification code ISIN Code: US9250501064

b) Nature of transaction Grant of RADSUs, each of which represents an unfunded, unsecured right to receive, on the applicable settlement date, one ADS or an amount in cash or other consideration

c) Price(s) and volume(s)

<u>Price(s)</u>	<u>Volume(s)</u>
No consideration	24,877 (representing 199,016 Ordinary Shares)

d) Aggregated information N/a (single transaction)

- Aggregated volume

- Price

e) Date of the transaction 28 April 2017

f) Place of the transaction NASDAQ
