

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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>Gupta Rishi</u> (Last) (First) (Middle) <u>601 LEXINGTON AVE, 54TH FLOOR</u> (Street) <u>NEW YORK NY 10022-4629</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		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)
Ordinary Shares	40,225,392 ⁽¹⁾	I	See Footnotes ⁽²⁾⁽³⁾

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			
Ordinary Share Warrant (right to buy)	05/02/2017	05/02/2022	Ordinary Shares	1,867,939	2.355 ⁽⁴⁾	I	See footnotes ⁽²⁾⁽³⁾

Explanation of Responses:

- Consists of 5,028,174 American Depository Shares ("ADSs") held of record by OrbiMed Private Investments VI, LP ("OPI VI"). Each ADS represents eight (8) Ordinary Shares of the Issuer.
- These securities are held of record by OPI VI. OrbiMed Capital GP VI LLC ("GP VI") is the general partner of OPI VI and OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power over the securities held by OPI VI and as a result may be deemed to have beneficial ownership over such securities. OrbiMed Advisors exercises its investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and Jonathan T. Silverstein, each of whom disclaims beneficial ownership of the securities held by OPI VI. The Reporting Person is an employee of OrbiMed Advisors.
- Each of the Reporting Person, GP VI, and OrbiMed Advisors disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his or its pecuniary interest therein, if any. This report shall not be deemed an admission that any of such entity or person, including the Reporting Person, is a beneficial owner of such securities for the purposes of Section 16 of the Exchange Act, or for any other purposes.
- 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 31, 2020 as reported by the H. 10 statistical release of the Board of Governors of the Federal Reserve System.

/s/ Rishi Gupta

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.