

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 14, 2022

**Verona Pharma plc**  
(Exact name of registrant as specified in its charter)

United Kingdom  
(State or other jurisdiction  
of incorporation)

001-39067  
(Commission  
File Number)

98-1489389  
(IRS Employer  
Identification No.)

3 More London Riverside  
London SE1 2RE  
United Kingdom  
(Address of principal executive offices) (Zip Code)

+44 203 283 4200  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, nominal value £0.05 per share*	VRNA	The Nasdaq Stock Market LLC (Nasdaq Global Market)

\* The ordinary shares are represented by American Depositary Shares (each representing 8 ordinary shares), which are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 14, 2022, the Board of Directors (the “Board”) of Verona Pharma plc (the “Company”) increased the size of the Board from ten to eleven directors and appointed James Brady as a non-executive director, effective as of March 14, 2022. Mr. Brady has been appointed to the Audit Committee of the Board (the “Audit Committee”).

As a non-executive director, Mr. Brady will receive a £30,000 annual retainer for his service on the Board and a £5,000 annual retainer for his service on the Audit Committee. On the effective date of his appointment, Mr. Brady received an award of an option to purchase 288,000 Ordinary Shares of the Company (represented by 36,000 American Depositary Shares, each of which represents eight (8) Ordinary Shares of the Company) (the “Initial Award”). The Initial Award has an exercise price equal to \$4.82 per American Depositary Share (equivalent to \$0.6025 per Ordinary Share), the fair market value of an American Depositary Share on March 11, 2022, and will vest and become exercisable in four equal installments on each of August 1, 2022, November 1, 2022, February 1, 2023 and May 1, 2023, subject to continued service on the Board through each such vesting date.

In connection with his appointment, Mr. Brady entered into the Company’s standard letter of appointment for non-executive directors and also entered into the Company’s standard director deed of indemnity.

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**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 hereunto duly authorized.

**VERONA PHARMA PLC**

Date: March 16, 2022

By: /s/ David Zaccardelli, Pharm. D.

Name: David Zaccardelli, Pharm. D.

Title: President and Chief Executive Officer

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