
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Verona Pharma plc

(Name of Issuer)

**Ordinary Shares, nominal value £0.05 per share
American Depositary Shares, each representing eight Ordinary Shares**
(Title of class of securities)

925050106**
(CUSIP number)

February 2, 2021
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

** The CUSIP number is for the American Depositary Shares that trade on the NASDAQ Global Market, each representing eight ordinary shares. No CUSIP number has been assigned to the Ordinary Shares.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Name of Reporting Person: Novo Holdings A/S
2.	Check the Appropriate Box if a Member of Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only:
4.	Citizenship or Place of Organization: Denmark
Number of Shares Beneficially Owned By Each Reporting Person With:	5. Sole Voting Power: 12,893,250(1)
	6. Shared Voting Power: 0
	7. Sole Dispositive Power: 12,893,250(1)
	8. Shared Dispositive Power: 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 12,893,250(1)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares: <input type="checkbox"/>
11.	Percent of Class Represented By Amount In Row (9): 3.1% (2)
12.	Type of Reporting Person: CO

- (1) Consists of (a) 1,390,453 American Depositary Shares (“ADSs”) that each represent 8 ordinary shares (totaling 11,123,624 ordinary shares) and (b) vested warrants to purchase 1,769,626 ordinary shares (or 221,203 ADSs, at the election of Novo) held directly by Novo Holdings A/S (“Novo”) (together, the “Novo Shares”).
- (2) Based upon 415,102,886 ordinary shares as reported in the Issuer’s 6-K filed with the Securities and Exchange Commission (the “SEC”) on November 12, 2020.

Novo Holdings A/S previously filed a Schedule 13G with the SEC on May 9, 2017, as subsequently amended on February 6, 2018, and a Schedule 13D with the SEC on April 2, 2019, as subsequently amended on July 24, 2020 and October 5, 2020 (collectively the "Schedule"). The Schedule 13D/A filed October 5, 2020 reflected that Martin Edwards, a board member of the Issuer, no longer serves as an employee of, and is no longer affiliated with, Novo Holdings A/S and that therefore all future filings would be made on a Form 13G amendment in accordance with the 13G filing requirements. This Schedule 13G Amendment No. 2 is being filed to amend the Schedule.

Item 1.(a) Name of Issuer:

Verona Pharma plc

(b) Address of Issuer's Principal Executive Offices:

3 More London Riverside
London SE1 2RE
United Kingdom

Item 2.(a) Name of Person Filing:

Novo Holdings A/S, a Danish limited liability company, is wholly owned by Novo Nordisk Fonden (the "Foundation"), a Danish commercial foundation. Novo Holdings A/S is the holding company in the group of Novo companies (currently comprised of Novo Nordisk A/S and Novozymes) and is responsible for managing the Foundation's assets, including its financial assets. Based on the governance structure of Novo Holdings A/S and the Foundation, the Foundation is not deemed to have any beneficial ownership of the securities of the Issuer held by Novo Holdings A/S.

(b) Address or Principal Business Office or, if none, Residence:

Tuborg Havnevej 19
2900 Hellerup, Denmark

(c) Citizenship or Place of Organization:

Novo Holdings A/S: Denmark

(d) Title of Class of Securities:

Ordinary Shares
American Depositary Shares

(e) CUSIP Number:

925050106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)	Amount beneficially owned:	12,893,250	(1)
(b)	Percent of class:	3.1%	(2)
(c)	Number of shares as to which such person has:		
	(i) Sole power to vote or to direct the vote:	12,893,250	(1)
	(ii) Shared power to vote or to direct the vote:	0	
	(iii) Sole power to dispose or to direct the disposition of:	12,893,250	(1)
	(iv) Shared power to dispose or to direct the disposition of:	0	

(1) Novo Holdings A/S, through its Board of Directors (the “Novo Board”), has the sole power to vote and dispose of the securities of the Issuer held by Novo Holdings A/S (the “Novo Shares”). The Novo Board may exercise voting and dispositive control over the Novo Shares only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares.

(2) Based upon 415,102,886 ordinary shares as reported in the Issuer’s 6-K filed with the SEC on November 12, 2020.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be a beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2021

Novo Holdings A/S

/s/ Peter Haahr

By: Peter Haahr

Its: Chief Financial Officer