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

SCHEDULE 13D

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

Verona Pharma plc

(Name of Issuer)

Ordinary Shares, nominal value £0.05

(represented by American Depositary Shares)
(Title of Class of Securities)

925050106

(CUSIP Number)

**Louis S. Citron, Esq.
New Enterprise Associates
1954 Greenspring Drive, Suite 600, Timonium, MD 21093
(410) 842-4000**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 15, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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.	NAMES OF REPORTING PERSONS. Growth Equity Opportunities 17, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) WC		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) OO		

1.	NAMES OF REPORTING PERSONS. New Enterprise Associates 17, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) WC		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) PN		

1.	NAMES OF REPORTING PERSONS. NEA Partners 17, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) PN		

1.	NAMES OF REPORTING PERSONS. NEA 17 GP, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) OO		

1.	NAMES OF REPORTING PERSONS. Growth Equity Opportunities Fund IV, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) WC		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) OO		

1.	NAMES OF REPORTING PERSONS. New Enterprise Associates 15, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) PN		

1.	NAMES OF REPORTING PERSONS. NEA Partners 15, L.P.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Partnership		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) PN		

1.	NAMES OF REPORTING PERSONS. NEA 15 GP, LLC		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Limited Liability Company		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) OO		

1.	NAMES OF REPORTING PERSONS. Forest Baskett		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Ali Behbahani		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 34,920,632 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Carmen Chang		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 34,920,632 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Anthony A. Florence, Jr.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Liza Landsman	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares
	8.	SHARED VOTING POWER 34,920,632 shares
	9.	SOLE DISPOSITIVE POWER 0 Shares
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

1.	NAMES OF REPORTING PERSONS. Mohamad H. Makhzoumi		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 46,447,651 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Edward T. Mathers	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares
	8.	SHARED VOTING POWER 34,920,632 shares
	9.	SOLE DISPOSITIVE POWER 0 Shares
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

1.	NAMES OF REPORTING PERSONS. Scott D. Sandell	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares
	8.	SHARED VOTING POWER 46,447,651 shares
	9.	SOLE DISPOSITIVE POWER 0 Shares
	10.	SHARED DISPOSITIVE POWER 46,447,651 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%	
14.	TYPE OF REPORTING PERSON (see instructions) IN	

1.	NAMES OF REPORTING PERSONS. Peter W. Sonsini		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7.	SOLE VOTING POWER 0 Shares
		8.	SHARED VOTING POWER 46,447,651 shares
		9.	SOLE DISPOSITIVE POWER 0 Shares
		10.	SHARED DISPOSITIVE POWER 46,447,651 shares
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,447,651 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Paul Walker		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 34,920,632 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

1.	NAMES OF REPORTING PERSONS. Rick Yang		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS (see instructions) AF		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION United States citizen		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0 Shares	
	8.	SHARED VOTING POWER 34,920,632 shares	
	9.	SOLE DISPOSITIVE POWER 0 Shares	
	10.	SHARED DISPOSITIVE POWER 34,920,632 shares	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,920,632 shares		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)		<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.9%		
14.	TYPE OF REPORTING PERSON (see instructions) IN		

Schedule 13D**Item 1. Security and Issuer.**

This Amendment No. 2 (“Amendment No. 2”) to Schedule 13D amends and restates the statement on Schedule 13D originally filed on May 9, 2017 and Amendment No. 1 filed on August 3, 2020 relating to the ordinary shares, nominal value £0.05 per share (the “Ordinary Shares”), including Ordinary Shares represented by American Depositary Shares (the “ADS”), with each ADS representing eight Ordinary Shares, of Verona Pharma plc (the “Issuer”) having its principal executive office at 3 More London Riverside, London SE1 2RE, United Kingdom.

Certain terms used but not defined herein in this Amendment No. 2 have the meanings assigned thereto in the Schedule 13D (including Amendment No. 1 thereto). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13D (including Amendment No. 1 thereto).

Item 2. Identity and Background.

This statement is being filed by:

(a) Growth Equity Opportunities Fund IV, LLC (“GEO 15”), Growth Equity Opportunities 17, LLC (“GEO 17” and, together with GEO 15, the “GEO Entities”);

(b) New Enterprise Associates 15, L.P. (“NEA 15”), which is the sole member of GEO 15, New Enterprise Associates 17, L.P. (“NEA 17” and, together with NEA 15, the “Funds”), which is the sole member of GEO 17; NEA Partners 15, L.P. (“NEA Partners 15”), which is the sole general partner of NEA 15, NEA Partners 17, L.P. (“NEA Partners 17” and, together with NEA Partners 15, the “GPLPs”), which is the sole general partner of NEA 17; and NEA 15 GP, LLC (“NEA 15 LLC”), which is the sole general partner of NEA Partners 15, NEA 17 GP, LLC (“NEA 17 LLC”, together with “NEA 15 LLC” the “GP LLCs” and, collectively with the GPLPs, the “Control Entities”), which is the sole general partner of NEA Partners 17; and

(c) Forest Baskett (“Baskett”), Ali Behbahani (“Behbahani”), Carmen Chang (“Chang”), Anthony A Florence, Jr. (“Florence”), Liza Landsman (“Landsman”), Mohamad H. Makhzoumi (“Makhzoumi”), Edward T. Mathers (“Mathers”), Scott D. Sandell (“Sandell”), Peter W. Sonsini (“Sonsini”), Paul Walker (“Walker”) and Rick Yang (“Yang”) (together, the “Managers”), and Joshua Makower (“Makower”).

Baskett, Florence, Makhzoumi, Sandell and Sonsini (the “Dual Managers”) are managers of the GP LLCs. Behbahani, Chang, Landsman, Mathers, Walker and Yang are managers of NEA 17 LLC.

The persons named in this Item 2 are referred to individually herein as a “Reporting Person” and collectively as the “Reporting Persons.”

The address of the principal business office of each GEO Entity, each Control Entity and Sandell is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Behbahani and Mathers is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Chang, Makhzoumi, Sonsini, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence and Landsman is New Enterprise Associates, 104 5th Avenue, 19th Floor, New York, NY 10001.

The principal business of the GEO Entities and the Funds is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 15 is to act as the sole general partner of NEA 15. The principal business of NEA Partners 17 is to act as the sole general partner of NEA 17. The principal business of NEA 15 LLC is to act as the sole general partner of NEA Partners 15. The principal business of NEA 17 LLC is to act as the sole general partner of NEA Partners 17. The principal business of each of the Dual Managers is to manage the Control Entities, the GEO Entities and a number of affiliated partnerships with similar businesses. The principal business of each of Behbahani, Chang, Landsman, Mathers, Walker and Yang is to manage NEA 17 LLC, NEA Partners 17, NEA 17, GEO 17 and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The GEO Entities and GP LLCs are limited liability companies organized under the laws of the State of Delaware. The Funds and the GPLPs are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

On August 11, 2022, the Issuer closed an underwritten offering of 12,400,000 ADS representing 99,200,000 Ordinary Shares (the "Offering") as further described in the supplement Issuer's Prospectus filed under Rule 424(b)(5) with the Securities and Exchange Commission on August 11, 2022 (the "Prospectus"). In connection with the closing of the Offering (the "Closing"), GEO 17 purchased an aggregate of 476,190 ADS representing 3,809,520 Ordinary Shares at an aggregate purchase price of \$4,999,995. Prior to the Closing, GEO 17 held 31,111,112 Ordinary Shares and now holds a total of 34,920,632 Ordinary Shares (the "GEO 17 Shares"). The GEO Entities now hold 46,447,651 Ordinary Shares (the "GEO Shares") including (i) the GEO 17 Shares, (ii) the 9,757,393 Ordinary Shares held by GEO 15 and (iii) the GEO 15 Warrant Shares.

The working capital of GEO 15 was the source of the funds for the purchase of the GEO 15 Shares. The working capital of GEO 17 was the source of the funds for the purchase of the GEO 17 Shares. No part of the purchase price of the GEO Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the GEO Shares.

Item 4. Purpose of Transaction.

The GEO Entities acquired the GEO Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, the GEO Entities and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
 - (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
 - (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
 - (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
 - (e) Any material change in the present capitalization or dividend policy of the Issuer;
 - (f) Any other material change in the Issuer's business or corporate structure;
-

- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- (a) GEO 15 is the record owner of the GEO 15 Shares. As the sole member of GEO 15, NEA 15 may be deemed to own beneficially the GEO 15 Shares. As the general partner of NEA 15, NEA Partners 15 may be deemed to own beneficially the GEO 15 Shares. As the sole general partner of NEA Partners 15, NEA 15 LLC may be deemed to own beneficially the GEO 15 Shares. GEO 17 is the record owner of the GEO 17 Shares. As the sole member of GEO 17, NEA 17 may be deemed to own beneficially the GEO 17 Shares. As the general partner of NEA 17, NEA Partners 17 may be deemed to own beneficially the GEO 17 Shares. As the sole general partner of NEA Partners 17, NEA 17 LLC may be deemed to own beneficially the GEO 17 Shares.

By virtue of their relationship as affiliated entities, whose Control Entities have overlapping individual controlling persons, each of the GEO Entities may be deemed to share the power to direct the disposition and vote of the GEO Shares. As sole members of the GEO Entities, each of the Funds may also be deemed to beneficially own the GEO Shares. As general partners of the Funds, each of the GPLPs may also be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 15, NEA 15 LLC may also be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 17, NEA 17 LLC may also be deemed to own beneficially the GEO Shares.

As individual managers of NEA 15 LLC and NEA 17 LLC, each of the Dual Managers may be deemed to own beneficially all of the GEO Shares. As managers of NEA 17 LLC, each of Behbahani, Chang, Landsman, Mathers, Walker and Yang may be deemed to own beneficially the GEO 17 Shares.

Each Reporting Person disclaims beneficial ownership of the GEO Shares other than those shares which such person owns of record.

The percentage of outstanding Ordinary Shares of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 588,603,000 Ordinary Shares deemed to be outstanding, which includes (i) 586,833,374 shares of Ordinary Shares reported to be outstanding on the Prospectus (including any such Ordinary Shares represented by ADSs and assuming the underwriters did not exercise their option to purchase additional ADSs) (the "Outstanding Shares") and (ii) the GEO 15 Warrant Shares. The percentage set forth on the cover sheet for each of Behbahani, Chang, Landsman, Mathers, Walker and Yang is calculated based on the Outstanding Shares

- (b) Regarding the number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See line 7 of cover sheets
 - (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
 - (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets
 - (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets
- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Ordinary Shares during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Shares beneficially owned by any of the Reporting Persons.
- (e) Makower has ceased to beneficially own five percent (5%) or more of the Issuer's Ordinary Shares as a result of ceasing to be a manager of NEA 15 LLC and NEA 17 LLC.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

Exhibit 3 – Power of Attorney on behalf of Liza Landsman regarding filings under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 7th day of September, 2022.

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.
Sole Member

By: NEA PARTNERS 17, L.P.
General Partner

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.
General Partner

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

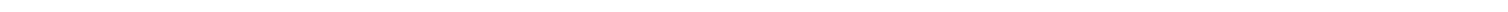
NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

NEA 17 GP, LLC

By: _____
*
Scott D. Sandell
Chief Executive Officer



GROWTH EQUITY OPPORTUNITIES FUND IV, LLC

By: NEW ENTERPRISE ASSOCIATES 15, L.P.
Sole Member

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA 15 GP, LLC

By: _____
*
Louis S. Citron
Chief Legal Officer

*

Forest Baskett

*

Ali Behbahani

*

Carmen Chang

*

Anthony A. Florence, Jr.

*

Liza Landsman

*

Mohamad H. Makhzoumi

*

Joshua Makower

*

Edward T. Mathers

*

Scott D. Sandell

*

Peter W. Sonsini

*

Paul Walker

*

Rick Yang

*/s/ Louis S. Citron
Louis S. Citron
As attorney-in-fact

This Amendment No. 2 to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Verona Pharma plc.

EXECUTED this 7th day of September, 2022.

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.
Sole Member

By: NEA PARTNERS 17, L.P.
General Partner

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.
General Partner

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC
General Partner

By: _____
*
Scott D. Sandell
Chief Executive Officer

NEA 17 GP, LLC

By: _____
*
Scott D. Sandell
Chief Executive Officer



GROWTH EQUITY OPPORTUNITIES FUND IV, LLC

By: NEW ENTERPRISE ASSOCIATES 15, L.P.
Sole Member

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA 15 GP, LLC

By: _____
*
Louis S. Citron
Chief Legal Officer

*

Forest Baskett

*

Ali Behbahani

*

Carmen Chang

*

Anthony A. Florence, Jr.

*

Liza Landsman

*

Mohamad H. Makhzoumi

*

Joshua Makower

*

Edward T. Mathers

*

Scott D. Sandell

*

Peter W. Sonsini

*

Paul Walker

*

Rick Yang

*/s/ Louis S. Citron
Louis S. Citron
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

EXHIBIT 2**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett
M. James Barrett

/s/ Peter J. Barris
Peter J. Barris

/s/ Forest Baskett
Forest Baskett

/s/ Ali Behbahani
Ali Behbahani

/s/ Colin Bryant
Colin Bryant

/s/ Carmen Chang
Carmen Chang

/s/ Anthony A. Florence, Jr.
Anthony A. Florence, Jr.

/s/ Carol G. Gallagher
Carol G. Gallagher

/s/ Dayna Grayson
Dayna Grayson

/s/ Patrick J. Kerins
Patrick J. Kerins

/s/ P. Justin Klein
P. Justin Klein

/s/ Vanessa Larco
Vanessa Larco

/s/ Joshua Makower
Joshua Makower

/s/ Mohamad H. Makhzoumi
Mohamad H. Makhzoumi

/s/ Edward T. Mathers
Edward T. Mathers

/s/ David M. Mott
David M. Mott

/s/ Sara M. Nayeem
Sara M. Nayeem

/s/ Jason R. Nunn
Jason R. Nunn

/s/ Gregory Papadopoulos
Gregory Papadopoulos

/s/ Chetan Puttagunta
Chetan Puttagunta

/s/ Jon Sakoda
Jon Sakoda

/s/ Scott D. Sandell
Scott D. Sandell

/s/ A. Brooke Seawell
A. Brooke Seawell

/s/ Peter W. Sonsini
Peter W. Sonsini

/s/ Melissa Taunton
Melissa Taunton

/s/ Frank M. Torti
Frank M. Torti

/s/ Ravi Viswanathan
Ravi Viswanathan

/s/ Paul E. Walker
Paul E. Walker

/s/ Rick Yang
Rick Yang

EXHIBIT 3**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of herself as an individual or in her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of April, 2020.

/s/ Liza Landsman
Liza Landsman