

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed 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>C/O VERONA PHARMA PLC</u> <u>3 MORE LONDON RIVERSIDE</u> _____ (Street) <u>LONDON X0 SE1 2RE</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2022</u>					
			4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	12/22/2022		S		3,284,800 ⁽¹⁾	D	\$21.71 ⁽²⁾	36,940,592 ⁽¹⁾	I	See footnotes ⁽⁷⁾⁽⁸⁾
Ordinary Shares	12/22/2022		S		684,696 ⁽¹⁾	D	\$22.07 ⁽³⁾	36,255,896 ⁽¹⁾	I	See footnotes ⁽⁷⁾⁽⁸⁾
Ordinary Shares	12/23/2022		S		961,328 ⁽¹⁾	D	\$22.27 ⁽⁴⁾	35,294,568 ⁽¹⁾	I	See footnotes ⁽⁷⁾⁽⁸⁾
Ordinary Shares	12/23/2022		S		1,116,048 ⁽¹⁾	D	\$23.23 ⁽⁵⁾	34,178,520 ⁽¹⁾	I	See footnotes ⁽⁷⁾⁽⁸⁾
Ordinary Shares	12/23/2022		S		92,992 ⁽¹⁾	D	\$24.11 ⁽⁶⁾	34,085,528 ⁽¹⁾	I	See footnotes ⁽⁷⁾⁽⁸⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Consists of American Depository Shares ("ADSs") held of record by OrbiMed Private Investments VI, LP ("OPI VI"). Each ADS represents eight Ordinary Shares of the Issuer.
- Represents the weighted average sale price of the Ordinary Shares sold, ranging from a low of \$21.00 to a high of \$21.99 per Ordinary Share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of Ordinary Shares sold at each separate price.
- Represents the weighted average sale price of the Ordinary Shares sold, ranging from a low of \$22.00 to a high of \$22.26 per Ordinary Share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of Ordinary Shares sold at each separate price.
- Represents the weighted average sale price of the Ordinary Shares sold, ranging from a low of \$21.89 to a high of \$22.87 per Ordinary Share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of Ordinary Shares sold at each separate price.
- Represents the weighted average sale price of the Ordinary Shares sold, ranging from a low of \$22.89 to a high of \$23.88 per Ordinary Share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of Ordinary Shares sold at each separate price.
- Represents the weighted average sale price of the Ordinary Shares sold, ranging from a low of \$23.90 to a high of \$24.35 per Ordinary Share. The Reporting Persons undertake, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of Ordinary Shares sold at each separate price.
- These securities are held of record by OPI VI. OrbiMed Capital GP VI LLC ("OrbiMed GP") is the general partner of OPI VI and OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of OrbiMed GP. The Reporting Person is an employee of OrbiMed Advisors. By virtue of such relationships, OrbiMed GP and OrbiMed Advisors may be deemed to have voting power 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 voting and investment power through a management committee comprised of Carl L. Gordon, Sven H. Borho, and W. Carter Neild, each of whom disclaims beneficial ownership of the shares held by OPI VI.
- Each of the Reporting Person, OrbiMed Advisors, and OrbiMed GP 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 its pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for purpose of Section 16 of the Exchange Act, or for any other purpose.

/s/ Rishi Gupta

12/27/2022

** 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 4 (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.

