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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2020

Commission File Number: 001-38067

Verona Pharma plc
(Translation of registrant's name into English)

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London SE1 2RE UK
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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

FDA Response to End-of-Phase 2 Briefing Package (the "FDA Response Press Release")

On May 14, 2020, Verona Pharma plc (the “Company”) issued a press release announcing it had received written comments from the U.S. Food and Drug Administration ("FDA") in response to its End-of-Phase 2 briefing package for nebulized ensifentrine as a maintenance treatment for chronic obstructive pulmonary disease. The Company outlined in the FDA Response Press Release its planned Phase 3 ENHANCE clinical program.

The FDA Response Press Release is furnished herewith as Exhibit 1.1 to this Report on Form 6-K.

The FDA Response Press Release is hereby incorporated by reference into the Company's Registration Statements on Forms S-8 (File No. 333-217521 and File No. 333-237926) and Registration Statement on Form F-3 (333-225107).

Person Discharging Managerial Responsibilities ("PDMR") announcement (the "PDMR Announcement")

On May 12, 2020, the Company issued a press release reporting the grants to Dr David Zaccardelli, CEO, and Mr Mark Hahn, CFO of the Company, an aggregate of 921,608 Restricted American Depositary Share Units (“RADSUs”), representing 7,372,864 ordinary shares of 5 pence each (the “Ordinary Shares”), and the issuance to them of an aggregate of 267,288 ordinary shares of 5 pence each following the vesting of previously granted RADSUs.

The PDMR Announcement is furnished herewith as Exhibit 1.2 to this Report on Form 6-K.

EXHIBIT INDEX

Exhibit No.	Description
1.1	FDA Response Press Release
1.2	PDMR Announcement

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, thereunto duly authorized.

VERONA PHARMA PLC

Date: May 14, 2020

By: /s/ Claire Poll

Name: Claire Poll

Title: Legal Counsel

Verona Pharma Announces FDA Response to End-of-Phase 2 Briefing Package for Ensifentrine in COPD and Outlines Phase 3 ENHANCE Clinical Program

LONDON, May 14, 2020 - Verona Pharma plc (AIM: VRP) (Nasdaq: VRNA) ("Verona Pharma"), a clinical-stage biopharmaceutical company focused on respiratory diseases, announces that it has received written comments from the U.S. Food and Drug Administration (FDA) in response to its End-of-Phase 2 briefing package for nebulized ensifentrine as a maintenance treatment for chronic obstructive pulmonary disease ("COPD"). The response supports Verona Pharma progressing with its planned Phase 3 clinical program, which is expected to start later in 2020. It is planned to be called the ENHANCE (**E**nsifentrine as a **N**ovel in**HA**led **N**ebulized **C**OPD th**E**rapy) program.

The FDA's comments follow its review of the End-of-Phase 2 briefing package that included data from 16 clinical trials involving over 1,300 subjects as well as supportive nonclinical and product development data. Verona Pharma has obtained clarity from the FDA on important features of the pivotal Phase 3 clinical program to support a New Drug Application (NDA) including: dose, primary and secondary endpoints, patient population and program design. Based on the FDA response, Verona Pharma is accelerating preparations for the Phase 3 clinical program to start later in 2020.

The two randomized, double-blind, placebo-controlled studies (ENHANCE-1 and ENHANCE-2) will evaluate the efficacy and safety of twice daily nebulized ensifentrine as monotherapy and as an add-on to standard of care treatment with a single bronchodilator, either a LAMA, long acting muscarinic antagonist, or a LABA, long acting beta-agonist. The two study designs are essentially identical over 24 weeks but ENHANCE-1 will also evaluate longer-term safety.

- Patient Population: Each of the studies will be expected to enroll approximately 800 moderate to severe, symptomatic COPD patients at sites primarily in the US and Europe.
- Dose/Duration: Patients will receive 3 mg nebulized ensifentrine or nebulized placebo twice daily.
- Primary endpoint: Improvement in lung function as measured by forced expiratory volume in one second (FEV_1) over 12 hours with ensifentrine after 12 weeks of treatment.
- Key secondary endpoints: Peak and trough FEV_1 as well as COPD symptoms and health-related quality of life will be assessed through 24 weeks via the validated patient reported outcome tools, SGRQ and E-RS: COPD.
- Safety: Assessed over 24 weeks in both studies and over 48 weeks in approximately 400 patients in ENHANCE-1.

"We are very pleased with the FDA's response to our End-of-Phase 2 briefing package. Subject to securing additional funding, we look forward to starting our pivotal ENHANCE program later in 2020," said David Zaccardelli, Pharm. D., President and Chief Executive Officer. "We continue to be very encouraged by the Phase 2 results that have demonstrated ensifentrine's effects on lung function, COPD symptoms and quality of life as well as its favorable safety profile. We look forward to building on this positive data to support the potential submission of a NDA for ensifentrine for the maintenance treatment of COPD."

Conference Call on June 1 at 7:30 a.m. EDT / 12:30 pm BST

Verona Pharma plans to present an overview of its ENHANCE program on an investor and analyst R&D webcast at 7:30 a.m. EDT / 12:30 p.m. BST on Monday June 1, 2020. The event will provide insight into the significant unmet need and challenges of treating COPD as well as further details of the ENHANCE program. In additional to members of Verona Pharma's management team, the webcast will feature a panel of Key Opinion Leaders in the field of COPD to provide a clinician's perspective. Analysts and investors will be invited to participate in a live webcast available on the Investors page of the Company's website, www.veronapharma.com, where an audio replay will also be available for 30 days.

Verona Pharma continues to monitor the situation caused by the COVID-19 pandemic and its potential impact on its operational, planned clinical trials and the potential disruption to financial markets.

About COPD

COPD is a progressive and life-threatening respiratory disease without a cure. The World Health Organization estimates that it will become the third leading cause of death worldwide by 2030. The condition damages the airways and the lungs, leading to debilitating breathlessness that has a devastating impact on performing basic daily activities such as getting out of bed, showering, eating and walking. US sales of medicines used for chronic maintenance therapy of COPD were $9.6 billion in 2019. About 1.2 million US COPD patients on dual/triple inhaled therapy, long-acting beta-agonist (LABA)/long-acting muscarinic antagonist (LAMA) +/- inhaled corticosteroid (ICS) remain uncontrolled, experiencing symptoms that impair quality of life. These patients urgently need better treatments.

About Ensifentrine

Ensifentrine (RPL554) has shown significant and clinically meaningful improvements in both lung function and COPD symptoms, including breathlessness, in Verona Pharma's prior Phase 2 clinical studies in patients with moderate to severe COPD. In addition, ensifentrine showed further improved lung function and reduced lung volumes in patients taking standard short- and long-acting bronchodilator therapy, including maximum bronchodilator treatment with dual/triple therapy. Ensifentrine has been well tolerated in clinical trials involving more than 1,300 people to date.

About Verona Pharma

Verona Pharma is a clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapies for the treatment of respiratory diseases with significant unmet medical needs. If successfully developed and approved, Verona Pharma's product candidate, ensifentrine, has the potential to be the first therapy for the treatment of respiratory diseases that combines bronchodilator and anti-inflammatory activities in one compound. Verona Pharma is currently evaluating three formulations of ensifentrine for the treatment of COPD in Phase 2 clinical trials: nebulized, dry powder inhaler, and pressurized metered-dose inhaler. Ensifentrine also has potential applications in cystic fibrosis, asthma and other respiratory diseases. For more information, please visit www.veronapharma.com

Forward-Looking Statements

This press release contains forward-looking statements. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including, but not limited to, the development of ensifentrine, the progress and timing of clinical trials, data and meetings with and written feedback from the FDA, the potential for ensifentrine to be a first-in-class phosphodiesterase 3 and 4 inhibitor, and to be the first therapy for the treatment of respiratory diseases to combine bronchodilator and anti-inflammatory activities in one compound, the potential for ensifentrine to have a significant impact on the treatment of COPD, estimates of medical costs for COPD and the number of symptomatic COPD patients, and the potential application of ensifentrine for the treatment of cystic fibrosis, asthma and other respiratory diseases.

These forward-looking statements are based on management's current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from our expectations expressed or implied by the forward-looking statements, including, but not limited to, the following: our limited operating history; our need for additional funding to complete development and commercialization of ensifentrine, which may not be available and which may force us to delay, reduce or eliminate our development or commercialization efforts; the reliance of our business on the success of ensifentrine, our only product candidate under development; economic, political, regulatory and other risks involved with international operations; the lengthy and expensive process of clinical drug development, which has an uncertain outcome; serious adverse, undesirable or unacceptable side effects associated with ensifentrine, which could adversely affect our ability to develop or commercialize ensifentrine; potential delays in enrolling patients, which could adversely affect our research and development efforts and the completion of our clinical trials; we may not be successful in developing ensifentrine for multiple indications; our ability to obtain approval for and commercialize ensifentrine in multiple major pharmaceutical markets; misconduct or other improper activities by our employees, consultants, principal investigators, and third-party service providers; our future growth and ability to compete depends on retaining our key personnel and recruiting additional qualified personnel; material differences between our “top-line” data and final data; our reliance on third parties, including clinical research organizations, clinical investigators, manufacturers and suppliers, and the risks related to these parties’ ability to successfully develop and commercialize ensifentrine; and lawsuits related to patents covering ensifentrine and the potential for our patents to be found invalid or unenforceable; and our vulnerability to natural disasters, global economic factors and other unexpected events, including health epidemics or pandemics like the novel coronavirus (COVID-19). These and other important factors under the caption “Risk Factors” in our Annual Report on Form 20-F filed with the Securities and Exchange Commission (“SEC”) on February 27, 2020, and our other reports filed with the SEC, could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION (EU) NO 596/2014

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Verona Pharma plc
Grant of Restricted Stock Units, Issue of Equity, Total Voting Rights & PDMR Dealings

May 12, 2020, LONDON - Verona Pharma plc (AIM:VRP) (Nasdaq:VRNA) ("Verona Pharma" or the "Company"), a clinical-stage biopharmaceutical company focused on developing and commercializing innovative therapies for respiratory diseases, announces that it has on May 7, 2020 granted to Dr David Zaccardelli, CEO, and Mr Mark Hahn, CFO of the Company, an aggregate of 921,608 Restricted American Depositary Share Units ("RADSUs"), representing 7,372,864 ordinary shares of 5 pence each (the "Ordinary Shares"), and today issued to them an aggregate of 267,288 ordinary shares of 5 pence each (the "New Ordinary Shares") following the vesting of previously granted RADSUs.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM, with dealings expected to commence on May 18, 2020 ("Admission").

Grant of RADSUs

The Company has made a grant of an aggregate of 921,608 RADSUs over American Depositary Shares ("ADSs"), representing 7,372,864 Ordinary Shares, to Dr Zaccardelli and Mr Hahn under and in accordance with the terms of Verona Pharma's 2017 Incentive Award Plan (the "Incentive Plan"), and pursuant to their employment agreements, as detailed in the Company's 2019 20-F SEC filing, which is available on the "Investors" section of the Company's website (https://www.veronapharma.com/investors/news-sec-filings).

Each RADSU represents an unfunded, unsecured right to receive, on the applicable vesting date, one ADS, or, at the option of the Company, an equivalent amount in cash.

Dr Zaccardelli was granted 526,633 RADSUs, representing 4,213,064 ADSs, or 4% of the Company's 105,326,637 Ordinary Shares in issue at the date of the 2020 Annual General Meeting (the "AGM").

Mr Hahn was granted 394,975 RADSUs, representing 3,159,800 ADSs, or 3% of the Company's Ordinary Shares in issue at the date of the AGM.

The RADSUs will vest as to 25% on February 1, 2021, being the first anniversary of commencement of Dr Zaccardelli's and Mr Hahn's employment, and the balance over the remaining three years in twelve equal installments upon completion of each successive three month period of continued employment by the relevant executive.

Issue of the New Ordinary Shares

The aggregate issue of the 267,288 New Ordinary Shares follows the vesting of previously granted RADSUs to Dr Zaccardelli and Mr Hahn.

As announced on March 5, 2020, RADSUs were granted to Dr Zaccardelli and Mr Hahn pursuant to their employment agreements as payment in lieu of a portion of their annual base salaries. The New Ordinary Shares, of which 178,192 are issued to Dr Zaccardelli and 89,096 are issued to Mr Hahn, represent the first of four installments of these RADSUs to vest with respect to their annual base salaries.

Following the issue of New Ordinary Shares, Dr Zaccardelli will have an interest in the Company of 178,192 Ordinary Shares, representing 0.17% of the Company's issued share capital, and Mr Hahn will have an interest in the Company of 89,096 Ordinary Shares, representing 0.08% of the Company's issued share capital.

Total voting rights

Following Admission of the New Ordinary Shares, the Company will have a total of 106,481,006 Ordinary Shares in issue each carrying one voting right. The Company does not hold any Ordinary Shares in Treasury. This figure of 106,481,006 Ordinary Shares may therefore be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

PDMR Dealings

The notification of dealing form in respect of the RADSU award and issue of New Ordinary Shares for each PDMR can be found below.

1	**Details of the person discharging managerial responsibilities/person closely associated**	
a)	Name	Dr David Zaccardelli
2	**Reason for the notification**	
a)	Position/status	Chief Executive Officer
b)	Initial notification/Amendment	Initial notification
3	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Verona Pharma plc
b)	LEI	213800EVI6O6J3TIAL06

4	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**		
a)	Description of the financial instrument, type of instrument Identification code	American Depositary Shares (“ADSs”), each representing 8 Ordinary Shares ISIN Code: US9250501064	
b)	Nature of the transaction	Grant of RADSUs	
c)	Price(s) and volume(s)	Price(s) No consideration paid	Volume(s) 526,633 RADSUs (representing 4,213,064 Ordinary Shares)
d)	Aggregated information - Aggregated volume - Price	N/A (single transaction)	
e)	Date of the transaction	May 7, 2020	
f)	Place of the transaction	Outside a trading venue	

4	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**		
a)	Description of the financial instrument, type of instrument Identification code	American Depositary Shares (“ADSs”), each representing 8 Ordinary Shares ISIN Code: US9250501064	
b)	Nature of the transaction	David Zaccardelli was issued 178,192 Ordinary Shares following the vesting of 22,274 Restricted American Depositary Share Units as payment in lieu of base salary, each representing 8 Ordinary Shares	
c)	Price(s) and volume(s)	Price(s) No consideration paid	Volume(s) 22,274 RADSUs (representing 178,192 Ordinary Shares)
d)	Aggregated information - Aggregated volume - Price	N/A (single transaction)	
e)	Date of the transaction	May 12, 2020	
f)	Place of the transaction	London Stock Exchange, AIM	

1	**Details of the person discharging managerial responsibilities/person closely associated**	
a)	Name	Mark Hahn
2	**Reason for the notification**	
a)	Position/status	Chief Financial Officer
b)	Initial notification/Amendment	Initial notification
3	**Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor**	
a)	Name	Verona Pharma plc
b)	LEI	213800EVI6O6J3TIAL06

4	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**		
a)	Description of the financial instrument, type of instrument Identification code	American Depositary Shares (“ADSs”), each representing 8 Ordinary Shares ISIN Code: US9250501064	
b)	Nature of the transaction	Grant of RADSUs	
c)	Price(s) and volume(s)	Price(s) No consideration paid	Volume(s) 394,975 RADSUs (representing 3,159,800 Ordinary Shares)
d)	Aggregated information - Aggregated volume - Price	N/A (single transaction)	
e)	Date of the transaction	May 7, 2020	
f)	Place of the transaction	Outside a trading venue	

4	**Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted**		
a)	Description of the financial instrument, type of instrument Identification code	American Depositary Shares (“ADSs”), each representing 8 Ordinary Shares ISIN Code: US9250501064	
b)	Nature of the transaction	Mark Hahn was issued 89,096 Ordinary Shares following the vesting of 11,137 Restricted American Depositary Share Units as payment in lieu of base salary, each representing 8 Ordinary Shares.	
c)	Price(s) and volume(s)	Price(s) No consideration paid	Volume(s) 89,096 Ordinary Shares
d)	Aggregated information - Aggregated volume - Price	N/A (single transaction)	
e)	Date of the transaction	12 May 2020	
f)	Place of the transaction	London Stock Exchange, AIM	

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