

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Poll Claire</u>  (Last) (First) (Middle) 3 MORE LONDON RIVERSIDE  (Street) LONDON X0 SE1 2RE  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 <sup>(1)</sup>	08/03/2023		s <sup>(2)</sup>		20,608	D	\$2.539 <sup>(3)</sup>	1,935,231	D	
Ordinary Shares <sup>(1)</sup>	08/04/2023		s <sup>(2)</sup>		26,352	D	\$2.4992 <sup>(3)</sup>	1,908,879	D	
Ordinary Shares <sup>(1)</sup>	08/07/2023		s <sup>(2)</sup>		1,512	D	\$2.4679 <sup>(3)</sup>	1,907,367	D	
Ordinary Shares <sup>(1)</sup>	08/07/2023		G		89,976	D	\$0	1,817,391 <sup>(4)</sup>	D	
Ordinary Shares <sup>(1)</sup>	08/07/2023		G		89,976	A	\$0	864,232	I	By Trust <sup>(5)</sup>

**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		(A)	(D)					

**Explanation of Responses:**

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 instruction entered into on May 14, 2021 solely with the intent to cover taxes in connection with the vesting of certain previously reported Restricted Share Units.
- The price reported represents the sale price of the ADSs divided by eight (8).
- Consists of (i) 1,471,672 Ordinary Shares underlying RSUs (which are represented by 183,959 ADSs); (ii) 345,712 Ordinary Shares underlying 43,214 ADSs and (iii) 7 Ordinary Shares.
- Held by a family trust of which (a) the Reporting Person and spouse are trustees and (b) the Reporting Person and members of her immediate family are the sole beneficiaries of the trust.

/s/ Claire Poll 08/07/2023  
 \*\* 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.