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| <b>OMB APPROVAL</b>                          |           |
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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>ZACCARDELLI DAVID</u><br>_____<br>(Last) (First) (Middle)<br><u>3 MORE LONDON RIVERSIDE</u><br>_____<br>(Street)<br><u>LONDON X0 SE1 2RE</u><br>_____<br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Verona Pharma plc [ VRNA ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>10/30/2024</u>            |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |   |   |

**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>  | 10/30/2024                           |  | A <sup>(2)</sup>               |   | 800,000   | A          | \$0                     | 15,391,736  | D  |   |
| Ordinary Shares <sup>(1)</sup>  | 11/01/2024                           |  | A <sup>(3)</sup>               |   | 200,000   | A          | \$0                     | 15,591,736  | D  |   |
| Ordinary Shares <sup>(1)</sup>  | 11/01/2024                           |  | F <sup>(4)</sup>               |   | 245,952   | D          | \$4.2412 <sup>(5)</sup> | 15,345,784 <sup>(6)</sup>   | D  |   |

**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:**

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- Represents an award of Restricted Share Units ("RSUs"), each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer. The RSUs vest over four years, with 1/4th of the RSUs vesting on November 1, 2025 and the balance vesting in 12 equal quarterly installments thereafter.
- Represents an award of Ordinary Shares upon vesting of Performance Restricted Share Units in connection with the Issuer's first commercial sale of ensifentrine.
- Represents the number of Ordinary Shares withheld to satisfy the tax withholding obligation in connection with the vesting of certain previously reported Restricted Share Units and the vesting of the Performance Restricted Share Units described in footnote 3 above.
- The price reported represents the closing price of the Issuer's ADSs on the Nasdaq Stock Market LLC on October 31, 2024 divided by eight (8).
- Consists of (i) 3,000,000 Ordinary Shares underlying Restricted Share Units, each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer (which are represented by 375000 ADSs); and (ii) 12,345,784 Ordinary Shares underlying 1,543,223 ADSs.

/s/ Andrew Fisher, Attorney-in-fact for David Zaccardelli 11/01/2024  
 \*\* 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.