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

SCHEDULE 13D

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

Verona Pharma plc
(Name of Issuer)

**Ordinary Shares, nominal value £0.05 per share
American Depositary Shares, each representing eight Ordinary Shares**
(Title of Class of Securities)

925050106
(CUSIP Number)

**Peter Haahr
Novo Holdings A/S
Tuborg Havnevej 19
Hellerup, Denmark DK-2900
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Copy to:

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

April 1, 2019
(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 which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 (the "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.	Name of Reporting Person: Novo Holdings A/S	
2.	Check the Appropriate Box if a Member of Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only:	
4.	Source of Funds: WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to <u>Items 2(d)</u> or <u>2(e)</u>: <input type="checkbox"/>	
6.	Citizenship or Place of Organization: Denmark	
Number of Shares Beneficially Owned By Each Reporting Person With:	7.	Sole Voting Power: 14,159,611 (1)
	8.	Shared Voting Power: 0
	9.	Sole Dispositive Power: 14,159,611 (1)
	10.	Shared Dispositive Power: 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 14,159,611 (1)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares: <input type="checkbox"/>	
13.	Percent of Class Represented By Amount In Row (11): 13.21% (2)	
14.	Type of Reporting Person: CO	

- (1) Consists of (a) 6,464,065 ordinary shares, (b) 740,740 American Depository Shares (“ADRs”) that each represent 8 ordinary shares, totaling 5,925,920 ordinary shares, and (c) vested warrants to purchase 1,769,626 ordinary shares (or 221,203 ADRs, at the election of Novo Holdings A/S) held directly by Novo Holdings A/S.
- (2) Based upon 105,381,250 ordinary shares outstanding as of March 25, 2019, reported in the Issuer’s Form 6-K filed with the Securities and Exchange Commission (the “SEC”) on March 26, 2019.

Preliminary Note

Novo Holdings A/S has previously filed a Schedule 13G on May 9, 2017, as amended on February 6, 2018, regarding its beneficial ownership of the Issuer's securities. This Schedule 13D is being filed to amend the Schedule 13G to reflect that Martin Edwards, a part-time employee of Novo Holdings A/S, is joining the Board of Directors of the Issuer effective as of April 1, 2019. Mr. Edwards' appointment to the Board of the Issuer is not at the request of Novo Holdings A/S and Mr. Edwards is not a designee of Novo Holdings A/S. Mr. Edwards is not deemed to be a beneficial owner of the securities held by Novo Holdings A/S. There has been no change in the securities held by Novo Holdings A/S since the closing of the Issuer's initial public offering on May 2, 2017 ("IPO").

Item 1. Security and Issuer

This Schedule 13D relates to the ordinary shares, nominal value £0.05 per share, of Verona Pharma plc, a public limited company organized under the laws of England and Wales (the "Issuer"). The Issuer's principal office is located at 3 More London Riverside, London SE1 2RE, United Kingdom. Certain ordinary shares are represented by ADRs, with each ADR representing eight ordinary shares. The ADRs are listed on the NASDAQ Global Select Market under the ticker symbol "VRNA".

Item 2. Identity and Background

Novo Holdings A/S is a Danish limited liability company that is wholly owned by Novo Nordisk Fonden (the "Foundation"), a Danish commercial foundation. Novo Holdings A/S is the holding company in the group of Novo companies (currently comprised of Novo Nordisk A/S, Novozymes A/S and NNIT A/S) and is responsible for managing the Foundation's assets, including its financial assets. Based on the governance structure of Novo Holdings A/S and the Foundation, the Foundation is not deemed to have any beneficial ownership of the securities of the Issuer held by Novo Holdings A/S.

The name of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on Schedule I to this Schedule 13D.

- (a) The business address of both Novo Holdings A/S and the Foundation is Tuborg Havnevej 19, 2900 Hellerup, Denmark.

The residence or business address of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on Schedule I to this Schedule 13D.

- (b) Novo Holdings A/S, a holding company that is responsible for managing the Foundation's assets, provides seed and venture capital to development stage companies and invests in well-established companies within the life science and biotechnology sector.

The Foundation is a Danish self-governing and profit-making foundation, whose objectives are to provide a stable basis for commercial and research activities undertaken by the group of Novo companies and to support scientific, humanitarian and social purposes through grants.

- (c) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in Schedule I has been convicted in any criminal proceedings.
- (d) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in Schedule I was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to 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.

Item 3. Source and Amount of Funds or Other Consideration

In July 2016, prior to the Issuer's IPO, Novo Holdings A/S purchased 6,464,065 Units, at a price of £1.4365 per Unit. Each Unit represented one ordinary share and a warrant to purchase 0.4 of an ordinary share at a price of £1.7238. Each warrant is exercisable beginning upon the closing of the IPO and will expire on the fifth anniversary of the IPO. As a result, since prior to the IPO, Novo Holdings A/S has held: (i) 6,464,065 ordinary shares; and (ii) warrants to purchase 1,769,626 ordinary shares.

On May 2, 2017, the closing date of the Issuer's IPO, Novo Holdings A/S purchased from the underwriters in the offering 740,740 ADRs at a price of \$13.50 per ADR; each ADR represent 8 ordinary shares (totaling 5,925,920 ordinary shares).

Item 4. Purpose of Transaction

The acquisitions of Issuer securities made by Novo Holdings A/S, as described in this Schedule 13D, were for investment purposes. Novo Holdings A/S intends to review its investments in the Issuer on a continuing basis and any actions Novo Holdings A/S might undertake will be dependent upon its review of numerous factors from time to time, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments. Novo Holdings A/S may, at any time and from time to time, acquire additional securities of the Issuer, or retain or sell all or a portion of the securities of the Issuer then held, in the open market or in privately negotiated transactions. Other than as described herein, Novo Holdings A/S currently does not have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)–(j) of Schedule 13D, although, depending on the factors discussed herein, Novo Holdings A/S may change its purpose or formulate different plans or proposals with respect thereto at any time.

Martin Edwards, a member of the board of directors of the Issuer as of April 1, 2019, is a part time employee of Novo Holdings A/S. Mr. Edwards' appointment to the Board of the Issuer is not at the request of Novo Holdings A/S and Mr. Edwards is not a designee of Novo Holdings A/S. Mr. Edwards is not deemed a beneficial owner of, and does not have a reportable pecuniary interest in, the Novo Shares (as defined below).

Item 5. Interest in Securities of the Issuer

(a) Novo Holdings A/S beneficially owns 14,159,611 ordinary shares (the "Novo Shares"), representing approximately 13.21% of the Issuer's outstanding ordinary shares, based upon 105,381,250 ordinary shares outstanding as of March 25, 2019, reported in the Issuer's Form 6-K filed with the SEC on March 26, 2019.

The Novo Shares consist of (a) 6,464,065 ordinary shares, (b) 740,740 ADRs that each represent 8 ordinary shares (totaling 5,925,920 ordinary shares) and (c) vested warrants to purchase 1,769,626 ordinary shares (or 221,203 ADRs, at the election of Novo Holdings A/S) held directly by Novo Holdings A/S.

(b) Novo Holdings A/S is a Danish limited liability company wholly owned by the Novo Nordisk Foundation. Novo Holdings A/S, through its Board of Directors (the "Novo Board"), has the sole power to vote and dispose of the Novo Shares. The Novo Board may exercise voting and dispositive control over the Novo Shares with approval by a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares.

(c) Novo Holdings A/S has not effected any transactions in the Issuer's ordinary shares within the past 60 days and neither the Foundation nor any person listed on Schedule I has effected any transactions in the Issuer's ordinary shares within the past 60 days.

(d) Novo Holdings A/S does not know of any other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Issuer's ordinary shares held in the name of the Novo Holdings A/S and reported herein.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 2, 2019

Novo Holdings A/S

/s/ Peter Haahr

By: Peter Haahr

Its: Chief Financial Officer

Schedule I

Information regarding each director and executive officer of both Novo Holdings A/S and the Novo Nordisk Foundation is set forth below.

Novo Holdings A/S

<u>Name, Title</u>	<u>Address</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Lars Rebien Sørensen, Chairman of the Board	Christianholms Tværvej 27 2930 Klampenborg Denmark	Professional Board Director	Denmark
Steen Riisgaard, Vice Chairman of the Board	Hestetangsvej 155, 3520 Farum, Denmark	Professional Board Director	Denmark
Jean-Luc Butel, Director	235 Arcadia Road, #03-04, 28984 Singapore	Global Healthcare Advisor, President, K8 Global Pte Ltd.	Singapore
Jeppe Christiansen, Director	Kollemosevej 37, 2830 Virum, Denmark	Chief Executive Officer, Fondsmæglersekskabet Maj Invest A/S	Denmark
Francis Michael Cyprian Cuss, Director	111 Rippling Brook Way, Bernardsville, NJ 07924 USA	Former Executive Vice President and Chief Scientific Officer of Bristol-Myers Squibb	United Kingdom
Viviane Monges, Director	Chemin de Craivavers 32, 1012 Lausanne, Switzerland	Professional Board Director	France
Kasim Kutay, Chief Executive Officer of Holdings A/S	Bredgade 63, 3.th. 1260 Copenhagen K. Denmark	Chief Executive Officer of Novo Holdings A/S	United Kingdom
Peter Haahr, Chief Financial Officer of Novo Holdings A/S	Ordrup Have 21 2900 Charlottenlund Denmark	Chief Financial Officer of Novo Holdings A/S	Denmark
Thomas Dyrberg, Managing Partner Novo Ventures	Esperance Alle 10B, 2. TH 2920 Charlottenlund Denmark	Managing Partner –Ventures, Novo Holdings A/S	Denmark
Dorte Barlebo Madsen, Head of People & Organisation	Hoffmeyersvej 13 2000 Frederiksberg Denmark	Head of People & Organisation, Novo Holdings A/S	Denmark
Morten Beck Jørgensen, Managing Director, Financial Investments	Ellesøpark 20, 2950 Vedbæk Denmark	Managing Director, Novo Holdings A/S Financial Investments	Denmark
Søren Møller, Managing Partner, Novo Seeds	Ved Furesøen 9 2840 Holte Denmark	Managing Partner, Novo Seeds, Novo Holdings A/S	Denmark

Novo Nordisk Foundation

<u>Name, Title</u>	<u>Address</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Lars Rebien Sørensen, Chairman of the Board	Christianholms Tværvej 27 2930 Klampenborg Denmark	Professional Board Director	Denmark
Marianne Philip, Vice Chairman of the Board	Tranegårdsvej 5 2900 Hellerup Denmark	Attorney	Denmark
Steen Riisgaard, Director	Hestetangsvej 155 3520 Farum Denmark	Professional Board Director	Denmark
Birgitte Nauntofte, Chief Executive Officer	Engbakkevej 24 2920 Charlottenlund Denmark	Chief Executive Officer, Novo Nordisk Foundation	Denmark
Niels Peder Nielsen, Deputy CEO	Winthersvej 10, 3480 Fredensborg Denmark	Deputy CEO, Novo Nordisk Foundation	Denmark
Anne Marie Kverneland, Director	Nybrovej 216 2800 Kgs. Lyngby Denmark	Laboratory technician, Novo Nordisk A/S	Denmark
Lars Bo Køppler, Director	Anemonevej 7 3550 Slangerup Denmark	Technician, Novozymes A/S	Denmark
Lars Fugger, Director	72 Staunton Road, Headington OX3 7TP Great Britain	Professor, John Radcliffe Hospital, University of Oxford, Oxford, Great Britain	Denmark
Lars Henrik Munch, Director	Galionsvej 46 1437 København K Denmark	Professional Board Director	Denmark
Mads Boritz Grøn, Director	Horsevænget 4 3400 Hillerød Denmark	Senior Lead Auditor	Denmark
Liselotte Højgaard, Director	Grønningen 21 1270 København K Denmark	Professor	Denmark