

☐ 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.

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Fisher Andrew</u> (Last) (First) (Middle) <u>3 MORE LONDON</u> <u>RIVERSIDE</u> (Street) <u>LONDON</u> <u>X0</u> <u>SE1 2RE</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>General Counsel</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 ⁽¹⁾	05/15/2025		M		80,000	A	\$2.113	439,999	D	
Ordinary Shares ⁽¹⁾	05/15/2025		S ⁽²⁾		80,000	D	\$8.57 ⁽³⁾	359,999 ⁽⁴⁾	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Share Options (Right to Buy)	\$2.113 ⁽⁵⁾	05/15/2025		M			80,000 ⁽⁵⁾	⁽⁶⁾	03/31/2034	Ordinary Shares ⁽⁵⁾	80,000	\$0	2,320,000	D	

Explanation of Responses:

1. Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
2. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan entered into on January 15, 2025.
3. The price reported represents a weighted average price of the ADSs divided by eight (8). The securities were sold in multiple transactions at prices ranging from \$8.3863 to \$8.6913 per Ordinary Share, inclusive (or \$67.09 to \$69.53 per ADS, inclusive). The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the range set forth in this footnote.
4. Consists of (i) 300,000 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 37,500 ADSs), (ii) 59,992 Ordinary Shares underlying 7,499 ADSs, and (iii) 7 Ordinary Shares, including 6 Ordinary Shares that were inadvertently omitted from the gift transaction reported by the Reporting Person on the Form 4 filed on May 1, 2025.
5. The number of securities underlying the option and the exercise price therefor are listed in terms of Ordinary Shares, however, each security is represented by American Depositary Shares, each of which represents eight (8) Ordinary Shares of the Issuer.
6. The option vested and became exercisable as to 25% on March 4, 2025. The remainder of the shares vested or will vest in 36 equal monthly installments thereafter.

/s/ Andrew Fisher

05/16/2025

** 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.