

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK0001537370

Filer CCCXXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

SEC File Number

Address of Issuer

Phone

Name of Person for Whose Account the Securities are To Be Sold

Verona Pharma plc
001-38067
3 More London Riverside
London
UNITED KINGDOM
SE1 2RE
44-203-283-4200
Rishi Gupta

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

Former Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Ordinary Shares	Morgan Stanley Smith Barney 2000 Westchester Avenue Purchase NY 10577	56200	894142.00	646524958	03/12/2024	Nasdaq Stock Market

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from	Is this	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
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			Whom Acquired	a Gift?		
American Depository Shares	03/12/2024	Option granted - 9/24/2020	Issuer	☐	23200	03/12/2024 Cash
American Depository Shares	03/12/2024	Option granted - 8/9/2021	Issuer	☐	8000	03/12/2024 Cash
American Depository Shares	03/12/2024	Option granted - 4/28/2022	Issuer	☐	25000	03/12/2024 Cash

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report ☒

144: Remarks and Signature

Remarks

Rishi Gupta, an employee of OrbiMed Advisors LLC, was a member of the Board of Directors of the Issuer. From time to time, Gupta received stock options or other awards of equity-based compensation pursuant to the Issuer's compensation arrangements for non-employee directors. Pursuant to an agreement with OrbiMed Advisors LLC and OrbiMed Capital GP VI LLC, Gupta is obligated to transfer any securities issued under any such stock options or other awards, or the economic benefit thereof, to OrbiMed Advisors LLC and OrbiMed Capital GP VI LLC, which will in turn ensure that such securities or economic benefits are provided to OrbiMed Private Investments VI, LP.

Date of Notice

03/12/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Rishi Gupta

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)