

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	
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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).

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.

1. Name and Address of Reporting Person [†] <u>EBSWORTH DAVID R</u> (Last) (First) (Middle) <u>3 MORE LONDON RIVERSIDE</u> (Street) <u>LONDON X0 SE1 2RE</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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⁾	02/26/2025		M		64,000	A	\$0.775	1,004,003	D		
Ordinary Shares ⁽¹⁾	02/26/2025		M		200,000	A	\$0.5038	1,204,003	D		
Ordinary Shares ⁽¹⁾	02/26/2025		M		96,000	A	\$2.67	1,300,003	D		
Ordinary Shares ⁽¹⁾	02/26/2025		M		100,000	A	\$1.9338	1,400,003	D		
Ordinary Shares ⁽¹⁾	02/26/2025		G		64,000	D	\$0	1,336,003 ⁽²⁾	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
Share Option (Right to Exercise)	\$0.775 ⁽³⁾	02/26/2025		M			64,000	(4)	08/08/2031	Ordinary Shares	64,000	\$0	0	D	
Share Option (Right to Exercise)	\$0.5038 ⁽³⁾	02/26/2025		M			200,000	(4)	04/27/2032	Ordinary Shares	200,000	\$0	0	D	
Share Option (Right to Exercise)	\$2.67 ⁽³⁾	02/26/2025		M			96,000	(4)	04/27/2033	Ordinary Shares	96,000	\$0	0	D	
Share Option (Right to Exercise)	\$1.9338 ⁽³⁾	02/26/2025		M			100,000	(5)	04/28/2034	Ordinary Shares	100,000	\$0	140,000	D	

Explanation of Responses:

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- Consists of (i) 1,336,000 Ordinary Shares represented by 167,000 ADSs and (ii) 3 Ordinary Shares.
- 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 ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- The option is fully vested.
- The option vests and becomes exercisable as to 25% on each of July 29, 2024, October 29, 2024, January 29, 2025 and April 29, 2025.

/s/ Andrew Fisher, Attorney-in-fact for David R. Ebsworth 02/28/2025

** 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.