

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.

1. Name and Address of Reporting Person* <u>ZACCARDELLI DAVID</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2025</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>President and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
---	---	---

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⁾	05/01/2025		S ⁽²⁾		108,272	D	\$8.9502 ⁽³⁾	14,268,904	D	
Ordinary Shares ⁽¹⁾	05/01/2025		M		200,000	A	⁽⁴⁾	14,468,904	D	
Ordinary Shares ⁽¹⁾	05/01/2025		S ⁽²⁾		78,736	D	\$8.9502 ⁽³⁾	14,390,168	D	
Ordinary Shares ⁽¹⁾	05/02/2025		S ⁽⁵⁾		400,000	D	\$9.0938 ⁽⁶⁾	13,990,168 ⁽⁷⁾	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				
Restricted Share Units ⁽⁴⁾	⁽⁴⁾	05/01/2025		M			200,000 ⁽⁴⁾	⁽⁸⁾	⁽⁴⁾	Ordinary Shares ⁽¹⁾	200,000	\$0	1,000,000	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 instruction entered into on May 24, 2022 solely with the intent to cover taxes in connection with the vesting of Restricted Share Units.
3. The price reported represents the sale price of the ADSs divided by eight (8).
4. Represents an award of performance-based Restricted Share Units ("RSUs") covering American Depositary Shares ("ADSs"), which is presented in terms of the equivalent number of Ordinary Shares underlying the ADSs. Each RSU represents a contingent right to receive one (1) ADS of the Issuer. Each ADS represents eight (8) Ordinary Shares of the Issuer. The RSUs have no expiration date.
5. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted on January 29, 2025.
6. 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 \$8.91 to \$9.2213 per Ordinary Share, inclusive (or \$71.28 to \$73.77 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.
7. Consists of (i) 2,450,000 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 306,250 ADSs); and (ii) 11,540,168 Ordinary Shares underlying 1,442,521 ADSs.
8. The RSUs were earned upon the satisfaction of the performance condition in connection with the Issuer's first commercial sale of ensifentrine. Following the satisfaction of the performance condition, the RSUs vest in equal quarterly installments on each of May 1, 2025, August 1, 2025, November 1, 2025, February 1, 2026, May 1, 2026 and August 1, 2026 subject to the Reporting Person's continued service to the Issuer on each vesting date.

/s/ Andrew Fisher, Attorney-in-fact for David Zaccardelli 05/05/2025

** 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.