

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Poll Claire</u> (Last) (First) (Middle) <u>3 MORE LONDON RIVERSIDE</u> (Street) <u>LONDON X0 SE1 2RE</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u>
	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	2,762,639 ⁽¹⁾⁽²⁾	D	
Ordinary Shares	123,440 ⁽²⁾	I	By Trust ⁽³⁾

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Share Options(Right to Buy)	(4)	04/15/2023	Ordinary Shares	20,000 ⁽⁵⁾	3.06 ⁽⁵⁾	D	
Share Options(Right to Buy)	(4)	07/29/2023	Ordinary Shares	30,000 ⁽⁵⁾	3.07 ⁽⁵⁾	D	
Share Options(Right to Buy)	(4)	05/15/2024	Ordinary Shares	25,000 ⁽⁵⁾	2.94 ⁽⁵⁾	D	
Share Options(Right to Buy)	(4)	09/13/2026	Ordinary Shares	200,000 ⁽⁵⁾	2.49 ⁽⁵⁾	D	
Share Options(Right to Buy)	(6)	04/26/2027	Ordinary Shares	487,352 ⁽⁵⁾	1.7 ⁽⁵⁾	D	
Share Options(Right to Buy)	(7)	03/08/2028	Ordinary Shares	217,192 ⁽⁵⁾	2.02 ⁽⁵⁾	D	
Share Options(Right to Buy)	(8)	03/29/2029	Ordinary Shares	256,736 ⁽⁵⁾	0.75 ⁽⁵⁾	D	
Share Options(Right to Buy)	(9)	03/03/2030	Ordinary Shares	100,000 ⁽⁵⁾	0.71 ⁽⁵⁾	D	
Restricted Share Units	(10)	04/26/2027	Ordinary Shares	86,272 ⁽¹⁰⁾	(10)	D	
Restricted Share Units	(10)	03/08/2028	Ordinary Shares	34,248 ⁽¹⁰⁾	(10)	D	
Restricted Share Units	(10)	03/29/2029	Ordinary Shares	66,608 ⁽¹⁰⁾	(10)	D	

Explanation of Responses:

1. Consists of (i) 2,720,000 Ordinary Shares underlying Restricted Share Units, each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer (which may be represented by 340,000 American Depositary Shares ("ADSs")); (ii) 42,632 Ordinary Shares underlying 5,329 ADSs; and (iii) 7 Ordinary Shares.

2. Reported securities are represented by ADSs (unless otherwise indicated), each of which represents 8 Ordinary Shares of the Issuer.

3. Held by a family trust of which (a) the Reporting Person and spouse are trustees and (b) the Reporting Person and members of her immediate family are the sole beneficiaries of the trust.

4. The option is fully vested and exercisable.

5. The number of securities underlying the option and the exercise price therefor are listed in terms of Ordinary Shares in columns 3 and 4, however, each security may be represented by ADSs, each of which represents eight (8) Ordinary Shares

6. The option is fully vested, except with respect to 60,448 underlying Ordinary Shares, which will vest in full on April 26, 2021.

7. The option is fully vested as to approximately 58.4% of the underlying Ordinary Shares. The remainder of the option vests and becomes exercisable as to approximately 29.2% of the underlying Ordinary Shares on March 8, 2021, and as to approximately 12.4% of the underlying Ordinary Shares on March 8, 2022.

8. The option is fully vested as to approximately 29.2% of the underlying Ordinary Shares. The remainder of the option vests and becomes exercisable as to approximately 29.2%

of the underlying Ordinary Shares on each of March 31, 2021 and March 31, 2022, and as to approximately 12.4% of the underlying Ordinary Shares on March 31, 2023.

9. The option vests and becomes exercisable as to 25% on March 3, 2021 and in 12 equal quarterly installments thereafter.

10. Each Restricted Share Unit represents a contingent right to receive one (1) Ordinary Share of the Issuer (which may be represented by ADSs, each of which represents eight (8) Ordinary Shares of the Issuer) subject to certain time- and performance-based vesting criteria.

Remarks:

Exhibit 24 - Power of Attorney.

/s/ Claire Poll

01/04/2021

** 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Verona Pharma plc (the “Company”), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned’s true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the United States Securities and Exchange Commission (the “SEC”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned’s holdings of and transactions in securities issued by Verona Pharma plc, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2020.

Signature: /s/ Claire Poll

Print

Name: Claire Poll

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Mark Hahn
