

OMB APPROVAL	
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**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>Rickard Kathleen A.</u>  (Last) (First) (Middle) <u>3 MORE LONDON</u> <u>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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2024</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 <sup>(1)</sup>	04/29/2025		M		86,064	A	\$0.00	2,695,040	D	
Ordinary Shares <sup>(1)</sup>	04/29/2025		S <sup>(2)</sup>		34,384	D	\$8.98 <sup>(3)</sup>	2,660,656 <sup>(4)</sup>	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 <sup>(5)</sup>	(5)	08/07/2024		A		300,000 <sup>(5)</sup>		(6)	(5)	Ordinary Shares <sup>(1)</sup>	300,000	\$0	300,000	D	
Restricted Share Units <sup>(5)</sup>	(5)	04/29/2025		A		253,120 <sup>(5)</sup>		(7)	(5)	Ordinary Shares <sup>(1)</sup>	253,120	\$0	253,120	D	
Restricted Share Units <sup>(5)</sup>	(5)	04/29/2025		M			86,064 <sup>(5)</sup>	(7)	(5)	Ordinary Shares <sup>(1)</sup>	86,064	\$0	167,056	D	

**Explanation of Responses:**

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 instruction entered into on May 14, 2021 solely with the intent to cover taxes in connection with the vesting of Restricted Share Units.
- The price reported represents the sale price of the ADSs divided by eight (8).
- Consists of (i) 722,488 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 90,311 ADSs); and (ii) 1,938,168 Ordinary Shares underlying 242,271 ADSs.
- 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.
- 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.
- The RSUs were earned upon the determination by the Board of Directors of the Issuer (the "Determination Date") that certain performance metrics related to Q1 2025 had been achieved. The RSUs vested as to 34% of the total shares on the Determination Date, and vest as to the remainder of the shares in equal quarterly installments over a two year period on each of August 1, November 1, February 1 and May 1, subject to the Reporting Person's continued service to the Issuer on each vesting date.

/s/ Andrew Fisher, Attorney-in-fact for Kathleen A. Rickard 05/01/2025

\*\* 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.